



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

WILSEY, BENNETT CO.

a corporation duly organized and existing under the laws of California has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 23rd day of July 1965, a properly authenticated copy of its articles of incorporation, and on the 23rd day of July 1965, a designation of Homer E. Martin in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 23rd day of July , A.D. 19 65 .

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, *I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*
this JUN 23 1965


Frank M. Jordan
Secretary of State

By 
Walter A. Shuler
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
WILSEY, BENNETT CO.

KNOW ALL MEN BY THESE PRESENTS:

ENDORSED

FILED

In the Office of the
Secretary of State,
State of California

May 13, 1946

Frank M. Jordan,
Secretary of State
205633

That we, the undersigned, have this day associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we hereby state and certify:

FIRST: That the name of said corporation is WILSEY, BENNETT CO., hereinafter called the "Corporation".

SECOND: The purposes for which the corporation is formed are:

1. To buy, manufacture, distribute and deal in milk, cream, butter, cheese and other dairy products, and to pack, store, handle and sell said products, and to acquire, hold use and lease all machinery, patents and apparatus pertaining to and used in said business; to manufacture, distribute and sell any of the products or derivatives of milk or cream and to conduct such other lines of business as may be necessary for carrying out the above purposes.

2. To purchase, take in exchange or by gift or otherwise, hold, own, maintain, work, develop, subdivide, improve, sell, convey, encumber by mortgage, deed of trust or otherwise, lease or otherwise acquire and dispose of, real and/or personal property and any interest or right therein.

3. To erect, operate, maintain, lease and sell buildings of any and every kind and description.

4. To lend or borrow money and incur indebtedness with or without security; to issue bonds, debentures, coupons, notes and other negotiable or non-negotiable instruments and/or securities, and to secure the same by mortgage, pledge, deed of trust or otherwise.

5. To sell and issue, or exchange, the capital stock of the corporation hereby created, or any part thereof, to acquire the capital stock of other corporations, or any other property, rights or franchises; to hold, purchase or otherwise acquire, sell, assign, transfer, mortgage, pledge, hypothecate or otherwise dispose of, shares of the capital stock of other corporations, or any other property, rights, or franchises; to aid in any manner any corporation whose stock, bonds or other obligations are held or are guaranteed in any manner by the corporation hereby created, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds or other obligations; and while the owner of any stock of this or other corporations to exercise all the rights and privileges or such ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

6. Generally to carry on any other business and trade in all goods necessarily or impliedly incidental to or in any way connected with the foregoing purposes, or any of them; to have and exercise all the powers conferred by the laws of the State of California upon corporations, to do any or all of the things hereinbefore set forth, either as principal or as agent, and to the same extent as natural persons might or could do; to enter into, make, perform and carry out contracts of every sort

and kind with any person, firm, association or corporation, private, public or municipal, or body politic, or with the Government of the United States, or any state or territory thereof, or any foreign government or municipal corporation or body politic; to exercise all or any of its said powers and to transact business within the State of California and/or elsewhere; and, for the purpose of attaining or furthering any of these objects, to do any and all other acts and things, and to exercise all or any other powers, which a natural person could do or exercise, which now or hereafter may be authorized by law.

7. The foregoing clauses contained in this statement of purposes shall be construed as purposes, objects and powers, and the statements contained in any clause shall not be limited or restricted in any way by reference to or inference from the terms of any other clause. Each such object, purpose and power shall be regarded as an independent object, purpose and power and shall be in furtherance and not in limitation of each and/or every other object, purpose and power.

THIRD: The county in this state where the principal office for the transaction of the business of the corporation is to be located is the County of San Francisco.

FOURTH: That the total number of shares which this corporation shall have authority to issue, which shall consist of only one class of shares of common stock, is Five Thousand (5,000); that the par value of each is One Hundred (\$100.00) Dollars; that the aggregate par value of all shares is Five Hundred Thousand (\$500,000.00) Dollars.

FIFTH: The number of its directors shall be three (3), or such greater number, as may from time to time be fixed by a By-law duly adopted by the stockholders, and the names and addresses of the persons who are appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
J. H. Wilsey,	Star Route Box 48, Petaluma, California;
A. S. Wilsey,	P. O. Box 72, Kentfield, Marin County, California;
W. C. Black,	Box 490, Atherton, California.

1. All of the powers of the corporation, insofar as the same may be lawfully vested by these articles of incorporation in the Board of Directors, are hereby conferred upon the Board of Directors, who shall have full control of the affairs of the corporation.

2. In furtherance, and not in limitation of the powers conferred by law and by these articles of incorporation, the Board of Directors is hereby expressly authorized to make, amend, repeal or otherwise alter the By-laws of the corporation without any action on the part of the stockholders, except those which the laws of the State of California designate the stockholders shall

have the sole authority to make, amend or repeal; provided, that any By-laws made by the directors and any and all powers conferred by any of said By-laws may be amended, altered or repealed by the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of May, 1946.

J. H. WILSEY

A. S. WILSEY

W. C. BLACK

STATE OF CALIFORNIA)
City and County of San Francisco)
ss.

On this 11th day of May, 1946, before me,
ALFRED D. MARTIN, a notary public, in and for the City
and County of San Francisco, State of California, re-
siding therein, duly commissioned and sworn, personally
appeared J. H. WILSEY, A. S. WILSEY and W. C. BLACK;
known to me to be the persons whose names are subscribed
to the within instrument, and acknowledged to me that
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in the City and
County of San Francisco, State of California, the day
and year in this certificate first above written.

(SEAL)

ALFRED D. MARTIN

NOTARY PUBLIC

In and for the City and County of
San Francisco, State of California

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this **JUN 23 1965**

Frank M. Jordan
Secretary of State

By *Walter L. Stoker*
Assistant Secretary of State



ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JAN 22 1965
FRANK M. JORDAN, Secretary of State
By Bill Holden Deputy

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF WILSEY, BENNETT CO.

The undersigned, J. H. Wilsey and A. S. Wilsey, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting president and secretary of Wilsey, Bennett Co., a California corporation, and further that:

1. At a meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 2300 Army Street, in the City and County of San Francisco, State of California, at 2:00 PM on the 18th day of December, 1964, at which meeting there was at all times present and acting a majority of the members of said board and quorum thereof, the following resolution was duly adopted:

"WHEREAS, it is deemed by this Board of Directors to be advisable and in the best interests of this corporation and its stockholders that the number of authorized shares of its capital stock be increased from 5,000 shares, each having a par value of \$100.00 and with an aggregate par value of \$500,000.00, to 750,000 shares each having a par value of \$10.00 and an aggregate par value of \$7,500,000.00, and that each issued and outstanding share of stock of the corporation, consisting of 2,750 shares each having a par value of \$100.00 and an aggregate par value of \$275,000.00, be divided and split into 10 shares of stock of the par value of \$10.00 per share for each share now issued and outstanding.

NOW, THEREFORE, BE IT RESOLVED, that Article FOURTH of the articles of incorporation of this corporation be amended to read in full as follows:

'FOURTH. The total number of shares which the corporation is authorized to issue is Seven Hundred and Fifty Thousand (750,000) shares. The aggregate par value of all said shares is Seven Million, Five Hundred Thousand (\$7,500,000.00) Dollars, and the par value of each share is Ten (\$10.00) Dollars.

'Upon the filing in the office of the Secretary of State of the State of California of the Certificate of Amendment of the Articles of Incorporation of the

corporation whereby this Article FIFTH is amended to read as herein set forth; each issued and outstanding share of stock of the corporation of the par value of One Hundred (\$100.00) Dollars per share, which consists of Two Thousand, Seven Hundred and Fifty (2,750) shares shall be thereby and thereupon split up and divided into Ten (10) shares each of the par value of Ten (\$10.00) Dollars per share, and each person at that time holding of record said issued and outstanding shares of stock shall be entitled to receive a stock certificate or certificates to evidence and represent the additional shares of stock to which he became entitled by reason of such stock split, on the basis of Ten (10) shares of stock in exchange for each share so held of record; and

"RESOLVED FURTHER, that the Board of Directors of this corporation hereby adopts and approves said amendment of said Articles of incorporation."

2. The number of shares of said corporation which have consented in writing to the adoption of said amendment is 2,720, and the form of written consent is as follows:

"The undersigned shareholders of Wilsey, Bennett Co., a California corporation, hereby consent that Article FIFTH of the Articles of Incorporation of said corporation be amended to read as follows:

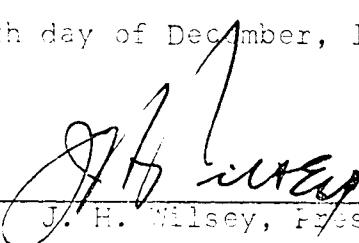
(At this place in the written consent, the amended article was set forth identical in form to that set forth in the directors' resolution in paragraph 1 above.)

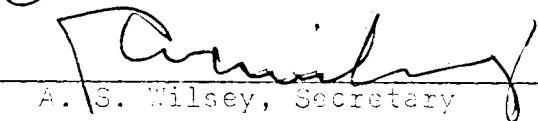
IN WITNESS WHEREOF, each of the undersigned has hereunto signed his name and, following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said Articles of Incorporation of the character of the foregoing amendment.

	<u>Date</u>	<u>Number of Shares</u>
J. H. Wilsey	December 18, 1964	1,720
A. S. Wilsey	December 18, 1964	1,720

3. That the total number of shares entitled to vote on or consent to said amendment is 2,750.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 18th day of December, 1964.

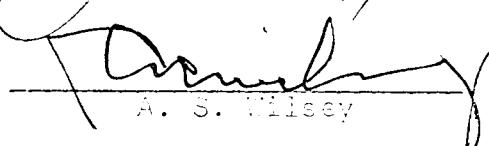

J. H. Wilsey, President


A. S. Wilsey, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at San Francisco, California, on the 18th day of December, 1964.


J. H. Wilsey


A. S. Wilsey

WINSTON CHURCHILL BLACK
Attorney for said corporation
1306 Mills Tower
San Francisco, California
SUTter 1-8339