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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HEINER DAIRY, INC.

IDAHO SECRETARY OF STATE

08/27/1998 09:00
30246 CT: 2288 BH: 140162

\$ 100.00 = 100.00 CORP

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The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Heiner Dairy, Inc.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are operating a dairy, and to carry on all other business incident thereto or connected therewith and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 30-1-4, Idaho Code.

ARTICLE IV

Authorized Shares

The amount of the total authorized capital stock of this Corporation is one thousand (1,000) shares with One Hundred Dollar

(\$100) par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V

Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

ARTICLE VI

Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is 526 East 240 Lane North, Rupert, Idaho 83350. The registered agent at said address is Dallan T. Heiner.

ARTICLE VII

Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial

Board of Directors shall consist of two (2) members.

Section 2. The names and post office addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Dallon T. Heiner	526 East 240 Lane North Rupert, Idaho 83350
Rachel C. Heiner	526 East 240 Lane North Rupert, Idaho 83350

Section 3. INCREASE OR DECREASE OF DIRECTORS: The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Law; but the number of Directors shall not be less than three (3) and no decrease shall have the effect of shortening the term of any incumbent director.


ARTICLE VIII

Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED TO EACH</u>
Dallon T. Heiner 526 East 240 Lane North Rupert, Idaho 83350	One (1)
Rachel C. Heiner 526 East 240 Lane North Rupert, Idaho 83350	One (1)

1998. EXECUTED IN TRIPLICATE this Aug 24 day of August.


Dallon T. Heiner


Rachel C. Heiner