

State of Idaho

Department of State

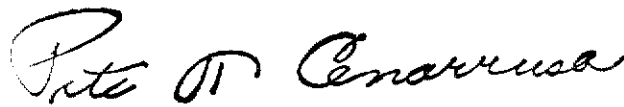
CERTIFICATE OF AUTHORITY OF

WESTERN DAIRYMEN COOPERATIVE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WESTERN DAIRYMEN COOPERATIVE, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Cooperative Marketing 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 Authority to WESTERN DAIRYMEN COOPERATIVE, INC. to transact business in this State under the name WESTERN DAIRYMEN COOPERATIVE, INC. and attach hereto a duplicate original of the Application for such certificate.

Dated June 25, 1987



SECRETARY OF STATE

By _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

Non-Profit
(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Western Dairymen Cooperative, Inc.

2. The name which it shall use in Idaho is Western Dairymen Cooperative, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is May 21, 1987 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 12450 North Washington, Thornton, Colorado 80241

6. The address to which correspondence should be addressed, if different from that in item 5. same as item 5

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: non-profit to conduct business as a/ agricultural cooperative association

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See lists attached hereto as Exhibits A and B</u>		

(continued on reverse)

Name

Office

Address

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 22, 1987

WESTERN DAIRYMEN COOPERATIVE, INC.
(Corporation Name)

By *James P. Camerlo, Jr.*
Its President ~~X~~ ~~X~~ ~~X~~ (please specify)

and *Brett D. Parker*
Its Secretary ~~X~~ ~~X~~ ~~X~~ (please specify)

STATE OF COLORADO)

COUNTY OF DENVER)

I, RICHARD C. BENDER, a notary public, do hereby certify that on

this _____ day of June, 19 87, personally appeared before

me James P. Camerlo, Jr., who being by me first duly sworn, declared that (s)he

is the President of Western Dairymen Cooperative, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Richard C. Bender
Notary Public

EXHIBIT A

DIRECTORS OF
WESTERN DAIRYMEN COOPERATIVE, INC.

Wayne Adams	13770 Road 10 Fort Lupton, Colorado 80621
James P. Camerlo, Jr.	115 South Pikes Peak Avenue Florence, Colorado 81226
John Cleland	2474 Weld County Road 7 Erie, Colorado 80516
Lyman Crook	Freedom, Wyoming 83120
Mike Dickinson	2821 East County Road 30 Fort Collins, Colorado 80521
Paul Dyreng	Gunnison, Utah 84634
Mike Faulkner	27629 Rd. 47 1/2 Greeley, Colorado 80631
Ray Focht	336 Focht Road Lander, Wyoming 82520
J. Rulon Gammon	RFD 1, Box 423 Provo, Utah 84601
Rex Gerratt	Route 3, Box 3717 Burley, Idaho 83318
H. Ray Gibbons	830 South 1600 West Lewiston, Utah 84320
Lavern Goedert	15884 Road 10 Fort Morgan, Colorado 80701
Francis Gregerson	5584 Weld County Road 24 Longmont, Colorado 80501
Jerry G. Hall	Rt. 3, Box 179 Ribby, Idaho 83442
Dee Hardy	3021 North 2800 West Brigham City, Utah 84302

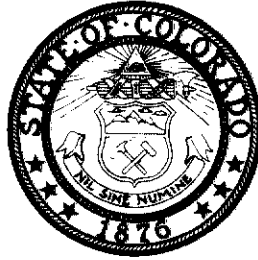
Leland Heikes	Box 158 Olney Springs, Colorado 81062
Lynn Keetch	Star Route 1 Montpelier, Idaho 83254
Robert Munk	RFD Box 194 Smithfield, Utah 84335
Richard Newton	Box 265 Holyoke, Colorado 80734
Harry Papageorge	1616 West Farr West Drive Ogden, Utah 84404
Brent D. Parker	2953 West 6900 South Mt. Sterling Wellsville, Utah 84339
Ray Powers	5 North Marksheffel Colorado Springs, Colorado 80909
Calvin Probst	RFD #1 Heber City, Utah 84032
C. Gordon Roberts	Box 536 Beaver, Utah 84713
Wendell Stander	161 South 900 West Blackfoot, Idaho 83221
Jim Stewart	Route 3, Box 3638 Nampa, Idaho 83651
Carl Swainston	RFD #2 Preston, Idaho 83263
Henry Tagtmeyer	R. 12, J5 Seibert, Colorado 80834
Glenn V. Turner	Grace, Idaho 83241
Garr Wayment	Rt. 2, Box 2472 Burley, Idaho 83318
Andy Wick	1148 2100 Road Austin, Colorado 81410
Ed Wiedeman	5880 West 49th Street Greeley, Colorado 80631

EXHIBIT B

OFFICERS OF
WESTERN DAIRYMEN COOPERATIVE, INC.

James P. Camerlo, Jr. 115 South Pikes Peak Avenue Florence, Colorado 81226	President
C. Gordon Roberts Box 536 Beaver, Utah 84713	First Vice President
Francis Gregerson 5584 Weld County Road 24 Longmont, Colorado 80501	Second Vice President
Paul Dyreng Gunnison, Utah 84634	Third Vice President
Brent D. Parker 2953 West 6900 South Mt. Sterling Wellsville, Utah 84339	Secretary
Rex Gerratt Route 3, Box 3717 Burley, Idaho 83318	Treasurer
Leland Anderson 12450 North Washington Thornton, Colorado 80241	Executive Vice President

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

WESTERN DAIRYMEN COOPERATIVE, INC.
(COLORADO COOPERATIVE CORPORATION)

has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.



DATED: 3

JUN 5 1987

Natalie Meyer

SECRETARY OF STATE