



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MOUNTAIN VIEW DAIRY INC.

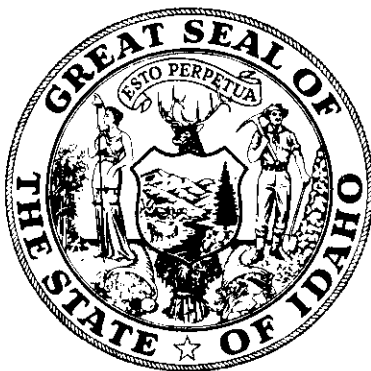
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MOUNTAIN VIEW DAIRY 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 _____ **December 3** _____, 19 **79** .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MOUNTAIN VIEW DAIRY INC

We, the undersigned, having associated ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Idaho, do hereby certify that the following shall be the Articles of Incorporation of MOUNTAIN VIEW DAIRY INC.

ARTICLE I

The name of the corporation shall be MOUNTAIN VIEW DAIRY INC.

ARTICLE II

The initial Registered Agent of the corporation shall be Kent C. Bedingfield whose address is Route III, Montpelier, Bear Lake County, Idaho.

ARTICLE III

The period of existence of this corporation shall be perpetual.

ARTICLE IV

The names and addresses of the original incorporators hereto are as follows:

Kent C. Bedingfield Route III, Montpelier, Idaho

Lavon Porter Clifton, Idaho

Marci Hopkins P.O. Box 614, Soda Springs, Idaho

ARTICLE V

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Idaho."

ARTICLE VI

The amount of total authorized capital stock of this Corporation is 1000 shares of common stock of no par Value. The amount of Capital with which it will commence business is Forty-Five Thousand Dollars (\$45,000) for which stock has been issued.

ARTICLE VII

(1) The initial Board of Directors shall consist of three members who need to be shareholders of the Corporation.

(2) The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are:

Kent C. Bedingfield Route III, Montpelier, Idaho
Lavon Porter Clifton, Idaho
Marci Hopkins P.O. Box 614, Soda Springs, Idaho

ARTICLE VIII

The Board of Directors shall have the power to adopt by-laws for the governmental Board of the Corporation. Such by-laws shall not be inconsistent with the laws of Idaho or any other states in which said Corporation is qualified to do business now with these Articles. The Board of Directors shall have power from time to time to amend or repeal by-laws by proper resolution.

ARTICLE IX

The majority of the Board of Directors shall be necessary to constitute a quorum and be authorized to transact the business and exercise the corporate powers of the corporation.

ARTICLE X

1. At all elections of directors of the corporation, each common stockholder shall be entitled to one (1) vote for each share of stock held in his name at the time designated by the Board of Directors for closing the company books for the purpose of determining those qualified to vote at any regularly held or specially called meeting for that purpose.

2. Each share, when issued and paid for, shall be fully paid and non-assessable and will have no preference, pre-emptive, conversion or exchange rights.

3. The holders of record of a majority of the issued and outstanding common shares of the corporation present in person or represented by proxy who are entitled to vote at stockholders meetings, shall constitute a quorum at all meetings of stockholders.

4. Board of Directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital for any other purpose, and to determine whether any of the surplus or net profits arising its business shall be declared in dividends and paid to the stockholders.

5. Except as otherwise expressly provided by law, the Board of Directors shall have power to sell, hypothecate, mortgage and pledge all or any part of the corporate assets or property of the corporation.

6. No contract or transaction entered into by the corporation shall be affected by the fact that a Director of the Corporation had a personal interest in it, if at the meeting of the Board of Directors' making, authorizing or confirming such contract or transacting, the interested Director disclosed his interest therein, and refrains from voting on such contract or transactions, and such contract or transaction is adopted by a majority of a quorum of Directors present.

7. No contract or other transaction between this corporation or any other corporation shall be affected by the fact that any Director of this corporation is interested in or is a Director or Officer of such other corporation, and any Director, individually or jointly, may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party to, or is interested in, such a contract, act, or transaction, or in any way connected with such person, firm or corporation, and every person who may become a Director for this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm association or corporation in which he may in any way be interested.

8. The Directors may submit any contracts or transactions for approval at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose; and any contract or transaction so approved by a majority vote of a quorum of the stockholders; whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the Directors of the Corporation or for any other reason.

9. Every other officer, Director or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed him in connection with any proceedings to which he may be a party to, or in which he may become involved, by

reason of his being or having been a Director, officer or employee of this corporation or any settlement thereof, whether or not he is a Director, officer or employee at the time such expenses are incurred, except in such cases wherein the Director, officer or employee is adjudged as guilty of willful misfeasance or malfeasance in the performance of the duties: provided, that the event of the settlement the indemnification herein shall apply only when the Board of Directors approves such settlements and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or employee may be entitled.

ARTICLE XI

The stockholders shall not be personally liable no shall their property, real or personal, be liable for the obligations of this corporation.

ARTICLE XII

The Articles may be amended at any time in the manner and form prescribed by the State of Idaho by a vote representing a majority of all outstanding capital stock in any annual meeting or at any special meeting called for that purpose.

EXECUTED this Ninth Day of October, 1979

Kent C. Bedingfield
Kent C. Bedingfield

Lavon Porter
Lavon Porter

Marci Hopkins
Marci Hopkins