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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
HAWARDEN JERSEYS INC.**

We, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of this Corporation is: HAWARDEN JERSEYS INC.

ARTICLE II: DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purposes for which this Corporation is organized is to engage in the business of dairying, farming, and in all agricultural and/or business pursuits and engaging in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein. In pursuing this purpose, the Corporation will have all the powers granted to it by law.

ARTICLE IV: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of no par value stock. Each of these stock shall be entitled to one vote. There shall be one class of common stock which shall have the same rights and preferences. Fully-paid shares of this Corporation shall not be liable to any further call or assessment.

ARTICLE V: AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

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ARTICLE VI: SHAREHOLDER RIGHTS

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The authorization and treasury shares of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VII: CAPITALIZATION

The Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address are:

H. WARD NIELSEN  
1308 South 3600 West  
Weston, Idaho 83286

ARTICLE IX: DIRECTORS

The number of Directors consisting the initial Board of Directors of this Corporation is two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until a successor or successors are elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
H. WARD NIELSEN	1308 South 3600 West Weston, Idaho 83286
NANCY P. NIELSEN	1308 South 3600 West Weston, Idaho 83286

ARTICLE X: INCORPORATORS

The number of Incorporators is two (2) and the name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
H. WARD NIELSEN	1308 South 3600 West Weston, Idaho 83286
NANCY P. NIELSEN	1308 South 3600 West Weston, Idaho 83286

ARTICLE XI: INDEMNIFICATION

To the fullest extent permitted by the Idaho Business Corporation Act or any other applicable law as now is in effect or as it may hereafter be amended, a director of this Corporation shall not be personally liable to the Corporation or its shareholders or third parties for damages or for any action taken or any failure to take any action, as a director.

Neither any amendment nor repeal of this Article XI, nor the adoption of any provision in

these Articles of Incorporation inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XII: RESTRICTION ON TRANSFER OF SHARES

There shall be conspicuously noted on any and all certificates representing shares, a restriction on the transfer of shares of this corporation. The holder/s of any such restricted shares shall not be permitted to transfer those shares or have any transfer registered on the books of this corporation without first providing to the corporation and all other shareholders, reasonable opportunity to acquire such restricted shares according to the bylaws of this corporation or any agreement among any shareholders.

The undersigned being the individual named in Article VIII, above as the initial registered agent of the Corporation hereby consents to and accepts such appointment.

H. Ward Nielsen  
H. WARD NIELSEN

DATED this 9 day of December, 1997.

INCORPORATORS:

H. Ward Nielsen  
H. WARD NIELSEN

Nancy P. Nielsen  
NANCY P. NIELSEN

STATE OF ~~IDAH~~ UTAH )  
                  CACHE ) ss.  
COUNTY OF ~~FRANKLIN~~ )

On this 9 day of December, 1997, before me, a Notary Public in and for said State, personally appeared H. WARD NIELSEN and NANCY P. NIELSEN, known or identified to me to be the persons whose name are subscribed to the within instrument, and acknowledged to me that they executed the same.

Anthony Jon Hall  
NOTARY PUBLIC  
Residing at: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

