



CERTIFICATE OF INCORPORATION  
OF

LASALLE DAIRY CORP.

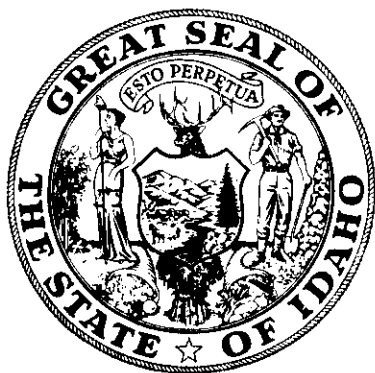
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

LASALLE DAIRY CORP.

, 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 March 28, 1980.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

LaSALLE DAIRY CORP.

STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, do by these presents, voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This corporation shall be known as "LaSALLE DAIRY CORP.".

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are as follows:

(a) To purchase, sell, lease, raise and develop dairy cattle; to operate dairies and engage in the processing of dairy products, and the sale, both wholesale and retail thereof, together with storage and transportation facilities, and generally to do everything suitable, proper, and conducive to the successful conduct of a dairy operation, and all related activities connected therewith.

(b) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the corporation may, from time to time, conducts its business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform, carry out contracts

1 of every sort and kind, with any person,  
2 including the right to become a partner or  
3 interested in a joint venture, and to acquire  
4 and take over the good will, property, rights,  
5 franchises, and assets of every kind, and  
6 liabilities of any person, firm, association  
7 or corporation, either wholly or in part, and  
8 to pay for the same in cash, stocks, bonds of  
9 the corporation, or otherwise.

10 (d) To organize or cause to be organized under  
11 the laws of any state of the United States, or  
12 the District of Columbia, or of any territory,  
13 dependency, or possession of the United States,  
14 or of any foreign country, a corporation or  
15 corporations for the purpose of transacting,  
16 promoting or carrying on any or all of the  
17 objects or purposes for which this corporation  
18 is organized, and to dissolve, wind up, liquidate,  
19 merge, or consolidate any such corporation or  
20 corporations, or to cause the same to be dissolved,  
21 wound up, liquidated, merged or consolidated.

22 (e) To do all and every thing necessary, suitable,  
23 and proper for the accomplishment of any of the  
24 purposes or the attainment of any of the objectives,  
25 or the furtherance of any of the powers hereinbefore  
26 set forth, either alone or in association with  
27 other corporations, firms, or individuals, and  
28 to do every other act, or acts, thing or things,  
29 incidental or pertinent to or growing out of,  
30 or connected with the foregoing objects or  
31 purposes, or any part or parts thereof, provided  
32 the same be not inconsistent with the laws under  
which this corporation is organized.

(f) The provisions of these Articles shall be  
construed as purposes and powers, and each as  
an independent purpose and power in furtherance  
of, and not in limitation of, the powers which  
the corporation may have under present or future  
laws of the State of Idaho, and in such states  
as the corporation may, from time to time, do  
business.

(g) To have and to exercise all rights and powers  
from time to time granted to a corporation by law.

### ARTICLE III

#### DURATION

The term and existence of this corporation shall be  
perpetual.

### ARTICLE IV

#### LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this corporation  
shall be 475 West 100 North, Burley, Idaho; the post office

1 address is 475 West 100 North, Burley, Idaho 83318; the registered  
2 agent of this corporation shall be Ray Arnold, 475 West 100 North,  
3 Burley, Idaho.

4 ARTICLE V  
5 CORPORATE STOCK

6 The total number of shares which the corporation is  
7 authorized to issue is 5,000 shares of stock with no par value  
8 per share.

9	<u>TYPE</u>	<u>COMMON</u>	<u>PAR VALUE</u>
10	Common	5,000	No par value

11 ARTICLE VI  
12 CHARACTERISTICS OF STOCK

13 The holders of the common stock are entitled to all  
14 dividends declared by the Board of Directors, each stockholder of  
15 common stock of record shall be entitled in all meetings of the  
16 corporation or in matters requiring a vote, to one (1) vote for  
17 each share of stock standing in his name upon the books of the  
18 corporation.

19 The holder of shares of any class of this corporation  
20 shall, upon sale by authorization of the corporation, for cash  
21 or shares of the same class, have the right, during a reasonable  
22 time to be fixed by the Board of Directors, to purchase shares  
23 in proportion to their respective holdings of shares of such  
24 class, at such price as may be fixed therefore by the Board of  
25 Directors, but at not less than par for par value shares.

26 All stock, when fully paid, shall be non-assessable.

27 The corporation may purchase its own stock.

28 No sale or transfer of stock may be made without a  
29 prior offering in writing to the remaining stockholders in the  
30 same proportion as their shareholdings and at the same price, terms  
31 and conditions on which the prospective transfer is predicated.

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1 Idaho, then in full force and effect; the power to make and repeal  
2 and amend the By-Laws, and adopt new By-Laws, is hereby conferred  
3 upon the Directors as well as the shareholders.

4 ARTICLE X

5 No contract or other transaction between this corpora-  
6 tion and any other corporation, whether or not the majority of  
7 the shares of the capital stock of such corporation are owned by  
8 this corporation, and no act of this corporation shall in any way  
9 be affected or invalidated by the fact that any of the Directors  
10 of this corporation are pecuniarily or otherwise interested in  
11 or are Directors or officers of such corporation; any Director,  
12 individually, may be a party to or may be pecuniarily or  
13 otherwise interested in any contract or transaction and may vote  
14 thereon with like force and effect as if he were not so interested.

15 IN WITNESS WHEREOF, we have hereunto set our hands this  
16 27<sup>th</sup> day of March, 1980.

17 Ray Arnold  
Ray Arnold

18 Donna Mae Arnold  
19 Donna Mae Arnold

20 Thomas R. Taylor  
21 Thomas R. Taylor

1 STATE OF IDAHO )  
2 County of Cassia ) ss.

3 On this 27<sup>th</sup> day of March, 1980, before me,  
4 the undersigned, a Notary Public in and for said State, personally  
5 appeared RAY ARNOLD, DONNA MAE ARNOLD, and THOMAS R. TAYLOR, known  
6 to me to be the persons whose names are subscribed to the within  
7 instrument, and acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and  
9 affixed my official seal, the day and year in this certificate  
10 first above written.

11 Della Mae Johnson  
12 Notary Public for Idaho  
13 Residing at Burley, Idaho

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PARSONS, SMITH & STONE  
LAWYERS  
BURLEY, IDAHO