

FILED EFFECTIVE

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**SECRETARY OF STATE
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF
IDA CONSULTING SERVICES, INC.**

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation shall be IDA Consulting Services, Inc.

**ARTICLE II
EXISTENCE**

The existence of the corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The purpose for which this corporation is organized is to provide consulting services, and to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

**ARTICLE IV
SHARES**

4.1. The aggregate number of shares for which the corporation shall have authority to issue is 100 shares. The shares shall consist of one class. A majority of the holders of outstanding shares may vote to impose restrictions on the sale or transfer of the corporation's shares in accordance with the Bylaws. All shares shall be non-assessable. The shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2. The Board of Directors may, from time to time, cause the corporation to repurchase its own shares of capital stock to the extent of the unreserved and unrestricted earned surplus or capital surplus.

IDAHO SECRETARY OF STATE

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ARTICLE V
DIRECTORS

5.1. The initial Board of Directors shall consist of three Directors. The following persons shall serve as the initial Directors until their successors are appointed:

First Director / Incorporator

Tony Vanderhulst
195 River Vista Place, Suite 308
Twin Falls, ID 83301

Second Director

Adrian Kroes
195 River Vista Place, Suite 308
Twin Falls, ID 83301

Third Director

Pete Wiersma
195 River Vista Place, Suite 308
Twin Falls, ID 83301

5.2. The number of Directors may be amended in a manner provided in the Bylaws, but in no case shall the number of Directors be less than three nor more than fifteen. No decrease in number shall have the effect of shortening the term of any Director. The Bylaws shall establish the manner of appointment, the term of office and the qualifications for the office Director. No Director may be removed during his term of office except for cause or as otherwise provided by statute.

5.3. No director shall be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except as provided in Idaho Code § 30-1-202. To the fullest extent that the laws of the State of Idaho as they now exist or as they may hereafter be amended permit the elimination or limitation of the liability of Directors, no Director shall be liable for damages for any action taken or for failure to take any action. The private property of the stockholders, Directors, officers and employees shall be forever exempt from all corporate debts of any kind whatsoever. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE VI
SHAREHOLDERS

6.1. A majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders.

6.2. Each outstanding share shall be entitled to one vote on each matter submitted to vote at meetings of the Shareholders except as otherwise provided in the Articles of Incorporation or Bylaws as may be amended from time to time.

6.4. The original incorporator shall have preemptive rights to unissued shares.

ARTICLE VII
AMENDMENT OF THE ARTICLES OF INCORPORATION

The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual meeting of the Shareholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than a majority of all shares entitled to vote at such meeting.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation, management or affairs of the Corporation not inconsistent with Idaho law or these Articles of Incorporation.

ARTICLE IX
PREEMPTIVE RIGHTS

Nothing in these Articles of Incorporation shall be deemed to deny the Corporation's preemptive rights with respect to shares of stock.

ARTICLE X
REGISTERED AGENT

10.1. The address of the registered office is:

195 River Vista Place
Suite 308
Twin Falls, Idaho 83301

10.2. The mailing address of the registered office is:

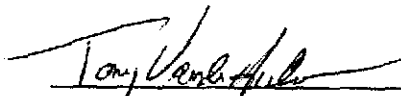
195 River Vista Place
Suite 308
Twin Falls, Idaho 83301

10.3. The name of the resident agent at the registered office is Bob Naerebout.

ARTICLE XII
EFFECTIVE DATE

The effective date of these Articles shall be the date of filing with the Secretary of State for the State of Idaho.

THE UNDERSIGNED, being the original incorporator and subscriber to the capital stock of the corporation, above-named, for the purposes of forming a corporation to do business, both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have set his hand and seals this 27th day of May, 2015.

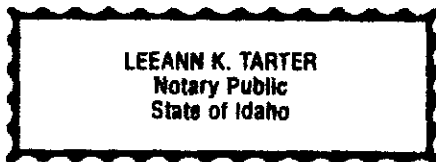



Idaho Dairyman's Association, Inc.
by Tony Vanderhulst, its President

STATE OF IDAHO)
) ss.
COUNTY OF TWIN FALLS)

On this 29th day of June, 2015, before me, the undersigned, a notary public in and for said state, personally appeared Tony Vanderhulst, as President of the Idaho Dairyman's Association, Inc., known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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




Notary Public for the State of Idaho
Residing at Twin Falls, Idaho
My commission expires: 5-2-18