

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**QUALITY MILK PRODUCERS, 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 the above named corporation, 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: August 31, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

OF

QUALITY MILK PRODUCERS, INC.  
(A Cooperative Marketing Association)

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We, the undersigned, natural persons over the age of eighteen years, and who are actively engaged in the production of dairy products do hereby form a cooperative marketing association under the laws of the State of Idaho, as contained in Title 22, Chapter 26 of the Idaho Code, and to that end do certify as follows:

ARTICLE 1  
NAME

The name of the corporation shall be Quality Milk Producers, Inc.

ARTICLE 2  
PURPOSES

The purposes of this corporation, stated in general terms, are as follows:

2.1 Executing Declared Policies. To perform all acts consistent with the declared policy of the United States of America with reference to the marketing of agricultural products as authorized and provided for under the terms of the several acts of Congress and to conform to, carry out the purposes of, and exercise the powers authorized by the Cooperative Marketing Associations Act of the State of Idaho.

2.2 General Powers. To improve and render more efficient the business of dairying in the territory and to serve the interests of the producers who become shareholders by receiving and marketing the dairy products produced by them and to carry on all activities relative or incidental thereto.

2.2.1 Marketing Products. To promote the economical, orderly and efficient production, distribution and sale of dairy products and by-products.

2.2.2 Facilities. To establish, conduct, operate or maintain all necessary facilities, including plants, land, equipment and machinery, vehicles, fixtures, furnishings, and all other things necessary in carrying on the business.

2.2.3 Acquire Property. To acquire, own, operate, mortgage, control, sell and transfer any and all kinds of real and personal property necessary to be used in the carrying on of the business.

2.2.4 Dealing With Shareholders and Others. To act as and serve as agent for its shareholders, or to purchase from its shareholders and others, and to process, pledge, sell and otherwise deal with and handle the products and by-products of its shareholders and others provided that it shall not deal in the products and by-products of non-shareholders in excess of that handled by it for shareholders, nor shall it purchase for non-shareholders supplies, equipment and machinery in an

amount greater than that purchased for shareholders; and provided, further, that no more than 15% of such non-shareholders shall be non-producers of the products marketed by the corporation.

2.2.5 Marketing Contracts. To enter into contracts for the exclusive handling and sale of the agricultural products handled by it, by the terms of which contracts it may serve either as agent in the receiving, processing and otherwise handling, and in the marketing and sale of such products and the by-products or by the terms of which it may purchase any or all of such products for resale. The corporation may also negotiate, bargain for and contract for the sale of such products and by-products directly from the producer to the purchaser. The corporation may, at will, co-mingle, pool, blend, grade and standardize any and all products handled by it.

2.2.6 Borrowing Money and Pledging Property. To borrow money for any and all purposes of this corporation without limit, and to pledge, mortgage and otherwise encumber any of its property or any of the products of its shareholders, or others, in its possession or under its control.

2.2.7 Investing in Other Marketing Associations. To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any corporation or corporation engaged in any related activity or in the handling or marketing of any of the products handled by the corporation.

2.2.8 Investment of Corporate Funds. To establish reserves and to invest the funds in bonds or such other property as may be provided in the By-Laws.

2.2.9 General Authority. To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects enumerated above; or conducive to or expedient for the interest or benefit of the corporation; and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes, for which the corporation is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of the State of Idaho to ordinary corporations, except such as are inconsistent with the express provisions of Title 22, Chapter 26 of the Idaho Code.

### ARTICLE 3 REQUESTED OFFICE AND TERRITORY

The registered office of the corporation in the State of Idaho shall be located at 243 West, 200 North, Jerome, Idaho 83338. The post office address of the registered office of the corporation in the State of Idaho, County of Jerome shall be 243 West, 200 North, Jerome, Idaho 83338. William C. Giltner shall be the registered agent at the registered office. The territory in which the corporation's operations are to be conducted include primarily the counties of Twin Falls, Gooding, and Jerome, Idaho, and generally the States of Idaho and Utah, and in all other states and counties to which its business transactions may be extended.

ARTICLE 4  
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE 5  
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 50,000 which shall have no par value.

ARTICLE 6  
INCORPORATORS

Following are the names and post office addresses of the incorporators:

William C. Giltner	243 West, 200 North, Jerome, Idaho 83338
John Reitsma	135 East, 400 South, Jerome, Idaho 83338
Luis Bettencourt	187 West, 400 North, Jerome, Idaho 83338
Neil DeWit	Route 2, Box 244, Wendell, Idaho 83355
Dennis Rodrigues	239 West, 300 North, Jerome, Idaho 83338

ARTICLE 7  
MANAGEMENT

The business of the corporation shall be managed by a board of at least 5 directors. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article 6 above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE 8  
SPECIAL POWERS OF BOARD

In furtherance, and not in limitation of the powers and privileges conferred by the law of the State of Idaho and of the United States, the board of directors is specially authorized;

8.1 Agreement for Loans. To enter into such agreements, stipulations or arrangements with any bank or agency, public or private, as may be deemed advisable, for obtaining, securing, protecting, safeguarding and insuring the repayment of loans made to this corporation by any such bank or agency.

8.2 Reserves and Surplus. To set apart out of any of the funds of the corporation a reserve for any proper purpose, and to abolish necessary surplus funds, which may consist of uniform deductions from the proceeds of sale of shareholders products and of service fees from non-shareholders, and of savings affected by joint purchases for shareholders and other producers, and to invest such reserve and surplus funds in securities or such other property as may be provided for by the By-Laws, or to distribute to shareholders such funds as dividends or otherwise.

8.3 Security for Loans. To authorize and cause to be executed mortgages, liens and any and all other encumbrances, whatsoever, upon the interest, property and franchises of this corporation.

8.4 Extended Powers. To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the purposes, or the attainment of any one or more of the objects described in these articles, or in the Cooperative Marketing Associations Act or conducive to or expedient for the interests or benefit of the corporation, and to exercise all powers, rights, and privileges necessary or incident thereto, including the exercise of any rights, powers and privileges granted by the laws of Idaho, to corporations generally.

ARTICLE 9  
FISCAL YEAR

Until otherwise provided by resolution of the board of directors or the By-Laws, the fiscal year of this corporation shall begin on the first day of January and end on the 31st day of December of each year.

ARTICLE 10  
NON-LIABILITY

The private property of the shareholders of this corporation shall not be subject to the payment of the corporation debts.

ARTICLE 11  
APPROVAL OF LENDING AGENCY

In the event that this corporation shall become indebted to any public lending agency and so long as any such indebtedness may continue, the business policies and the general management of this corporation shall be such as are satisfactory to such agency.

ARTICLE 12  
ACCOUNTS

The books and accounts of this corporation, or any of them, shall at all reasonable times be open to the inspection of the shareholders.

ARTICLE 13  
AMENDMENT TO ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by Idaho law, and all rights conferred on officers, directors, and shareholders are granted subject to this reservation.

ARTICLE 14  
BY-LAWS

The initial By-Laws of the corporation shall be adopted by the shareholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the shareholders. The

By-Laws may be altered or amended at any regular meeting or at any special meeting of the shareholders called for that purpose by the affirmative vote of 2/3rds of the shareholders present, in person or by proxy, at such meeting.

IN WITNESS WHEREOF, we have signed these articles of incorporation on August 27, 1987.

William C. Giltner  
William C. Giltner

John Reitsma  
John Reitsma

Luis Bettencourt  
Luis Bettencourt

Neil DeWit  
Neil DeWit

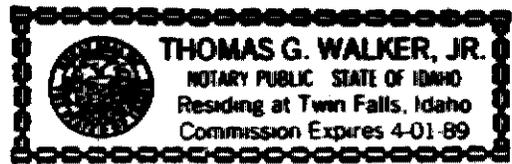
Dennis Rodrigues  
Dennis Rodrigues

"Incorporators"

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 27th day of August, 1987, before me, the undersigned, a notary public in and for said county and state, personally appeared William C. Giltner, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.



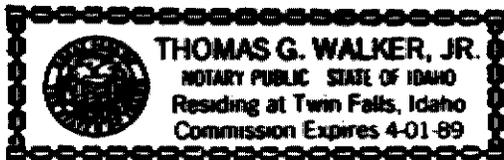
Thomas G. Walker, Jr.  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 27th day of August, 1987, before me, the undersigned, a notary public in and for said county

and state, personally appeared John Reitsma, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.

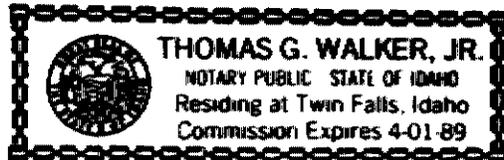


*Thomas G. Walker, Jr.*  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 27th day of August, 1987, before me, the undersigned, a notary public in and for said county and state, personally appeared Luis Bettencourt, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.

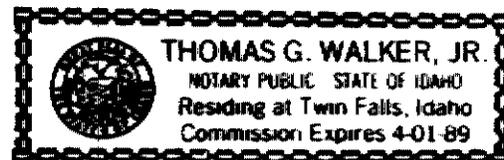


*Thomas G. Walker, Jr.*  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 27th day of August, 1987, before me, the undersigned, a notary public in and for said county and state, personally appeared Neil Dewit, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.

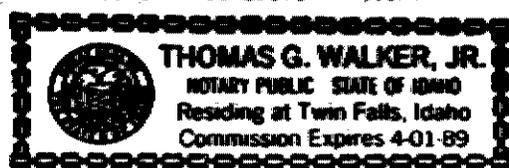


*Thomas G. Walker, Jr.*  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 27th day of August, 1987, before me, the undersigned, a notary public in and for said county and state, personally appeared Dennis Rodrigues, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.



*Thomas G. Walker, Jr.*  
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Notary Public for Idaho  
Residing at Twin Falls, Idaho

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