

CERTIFICATE OF INCORPORATION
OF

REED'S DAIRY, INC.

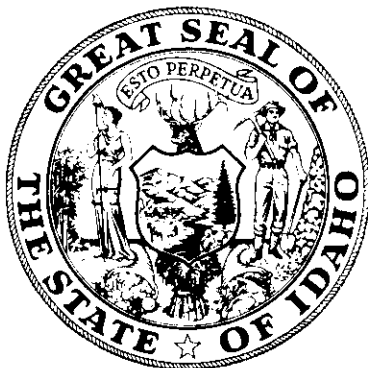
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

REED'S 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: *September 30, 1982*



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

REED'S DAIRY, INC.

We, the undersigned, all being persons of legal age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such Corporation as follows:

I.

The name of said Corporation is: REED'S DAIRY, INC.

II.

The duration of said Corporation shall be perpetual.

III.

The purposes of the Corporation are:

To transact the business of producing, manufacturing, processing, distributing and selling milk of all kinds and any other products of milk, and all mixtures, preparations, compounds and products containing milk constituents in any form, and all other businesses not forbidden by law.

IV.

The shares of stock of said Corporation shall all be common stock and the aggregate number of shares which the Corporation shall have the authority to issue is one hundred (100) shares, all of which are to be without par value. Shares shall be issued for such considerations as may from time to time be fixed by the Board of Directors of the Corporation without action by the shareholders. Said shares of stock shall be fully paid up before being issued and after issuance shall be nonassessable.

V.

The location and post office address of the initial registered office of said Corporation is Route 5, Box 4, Idaho

Falls, Idaho, 83402. The name of its initial registered agent at such address is Larry L. Reed.

VI.

The number of directors constituting the initial Board of Directors of the Corporation is two, whose names and addresses are:

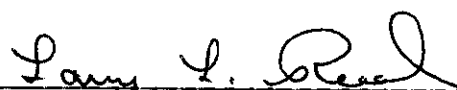
<u>Name</u>	<u>Post Office Address</u>
Larry L. Reed	Route 5, Box 4 Idaho Falls, Idaho 83402
Alan L. Reed	Route 4, Box 234 Idaho Falls, Idaho 83402

VI.

The names and addresses of each of the incorporators of said Corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. Shares</u>
Larry L. Reed	Route 5, Box 4 Idaho Falls, Idaho 83402	One (1) Share
Alan L. Reed	Route 4, Box 234 Idaho Falls, Idaho 83402	One (1) Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of September, 1982.



LARRY L. REED



ALAN L. REED

STATE OF IDAHO,)
County of Bonneville. (ss.
)

On this 28th day of September, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared LARRY L. REED and ALAN L. REED, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 State of Idaho,
Residing at Idaho Falls, Idaho

(SEAL)

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