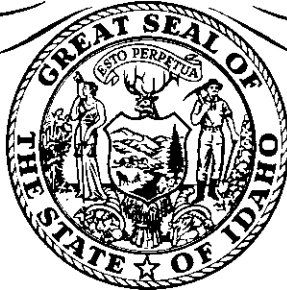


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

DAIRY LEASING, INC.

a corporation duly organized and existing under the laws of **Kansas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-ninth** day of **July**, 19 **63** a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **July**, 19 **63** a designation of **T. H. Eberle, W. D. Eberle or J. T. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **July**, A.D. 19 **63**

Secretary of State.

THE STATE OF KANSAS



PAUL R. SHANAHAN • SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

I, PAUL R. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

OF

DAIRY LEASING, INC.

FILED: FEBRUARY 6, 1963

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

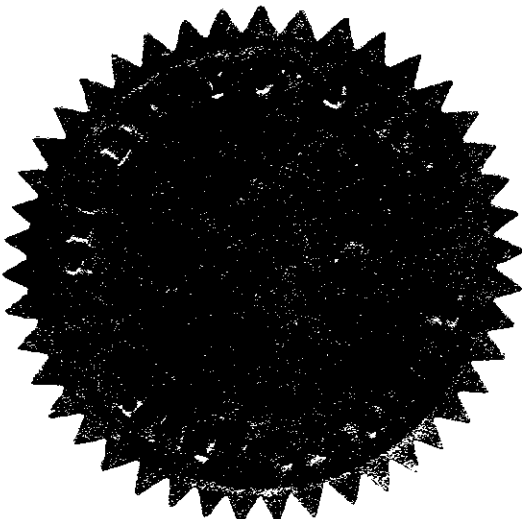
I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this 22nd day of

July A. D. 1963

Paul R. Shanahan

SECRETARY OF STATE



Articles of Incorporation

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation *FOR* profit under the laws of the State of Kansas.

FIRST: The Name of the Corporation is.....

DAIRY LEASING, INC.

SECOND: The Location of its Principal Place of Business in this state is.....

6717 Irving, Wichita 9, Kansas

THIRD: The Location of its Registered Office in this State is.....

1022 Union Center Building	Wichita 2	Sedgwick
(Number)	(Street)	(County)

FOURTH: The Name and Address of its Resident Agent in this State is.....

Wm. P. Thompson

(Individual or Corporation)

1022 Union Center Building	Wichita 2	Sedgwick
(Number)	(Street)	(County)

FIFTH: This Corporation is organized *FOR* profit and the nature of its business is:.....

1. To make, manufacture, purchase, sell, mortgage, acquire, lease and dispose of all personal property, animate or inanimate, and all other items necessary and appurtenant, expedient or advantageous to the sale, marketing or disposal; including lease of the equipment and personal property, animate or inanimate, and to in general carry on the manufacturing, assembly and promotion of said equipment and personal property, animate or inanimate.
2. To purchase and sell negotiable instruments, loan money, borrow money and otherwise carry on the business of financing the purchase and sale of all equipment, personal property, animate or inanimate, and items of any nature, whether new or otherwise, both to sellers, purchasers, lessees, and lessors; and to discount, purchase, secure or sell promissory notes, open accounts, chattel mortgages, and all other types or evidences of indebtedness from purchasers and vendors; and to loan money to individuals and take security therefor, and to carry on the general business of a finance company.
3. To deal in stocks, bonds, commercial paper and mortgages, promissory notes, chattels, and all other securities, to loan money and accept security therefor, to charge interest and receive interest for the loan of money and credits to any individual, person, corporation or partnership.
4. To hold, purchase, acquire, sell, convey, lease, mortgage and dispose of property, real or personal, tangible or intangible, including its right, privileges and franchises.
5. To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences in indebtedness, secured or unsecured, and to purchase, acquire, subscribe for, guarantee, hold and dispose of the shares, bonds, and other evidences of indebtedness or contracts of any other corporation, domestic or foreign.
6. To appoint such officers and agents as the business of the corporation shall require, and to allow them suitable and reasonable compensation.
7. To make Bylaws not inconsistent with the laws of this state or the United States for the administration of the business or interest of such corporation.
8. To conduct business in this state, or other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries,

* Address of Resident Agent and Registered Office, as set forth in the above THIRD and FOURTH paragraphs of Articles of Incorporation must be the same. (Ch. 17, Art. 44, 1959 Supp.)

SIXTH: The total amount of capital of this corporation is.....\$100,000.00.....and the total number of shares into which it is divided is as follows: (Describe fully the class or classes of stock and the value of each.)

1,000 shares of Common stock, class.....par value of \$100.00 dollars each
shares of.....stock, class.....par value of.....dollars each
shares of.....stock, class.....without nominal or par value and consid-
eration therefor \$.....
shares of.....stock, class.....without nominal or par value and consid-
eration therefor \$.....

Statement of all or any of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof, in respect to any class.....

No share or shares of stock of the corporation may be sold, assigned or transferred by any holder thereof to any person or persons whomsoever unless and until such share or shares shall have been first offered in writing to the corporation at their fair value on the date of such offer.

Should any of the stock offered not be purchased by the corporation, it shall then be offered to the other stockholders on a pro rata basis; that is, each stockholder shall be entitled to purchase his proportionate share of the stock offered for sale in the ratio that his stock ownership bears to the aggregate ownership of such stock to the other stockholders, excluding the stock owned by the stockholder who has made the offer of sale. In the event that one or more of the other stockholders shall not exercise the right to purchase all or any part of their pro rata share of the stock offered, the remaining stockholders, or any of them, shall have the right to purchase all or any part of such stock.

On the date of any offer to sell, the corporation shall have thirty days within which to exercise its right to purchase all or any part of such stock from surplus of the corporation. Should the corporation fail to exercise such right within thirty days from the date of any offer to sell, the other stockholders shall have an additional thirty days within which to exercise their right to purchase, as set out above.

Should the corporation or the other stockholders desire to purchase the shares offered for sale, this shall be accomplished by delivering to the stockholder offering said shares, or to the personal representative of a deceased stockholder, a notice in writing stating acceptance of the offer and tendering therewith one-fifth of the purchase price, either in cash or by certified check, the balance to be paid in four equal annual installments, the first of which shall be due one year after the acceptance, with the option in the purchaser or purchasers to pay the entire balance at any time.

In the event of disagreement as to the fair value of the stock offered for

~~sale, the fair value shall be ascertained by three disinterested appraisers, one of whom shall be appointed by the seller, one by the purchaser, or purchasers, and the two appraisers so selected shall appoint a third appraiser. The decision of any two of the appraisers thus chosen shall be conclusive as to the price to be paid. In the event that the fair value of the stock offered for sale is determined by appraisement, the period within which the right to purchase may be exercised shall be extended to a date ten days after the date that the appraisers' report is rendered.~~

sale, the fair value shall be ascertained by three disinterested appraisers, one of whom shall be appointed by the seller, one by the purchaser, or purchasers, and the two appraisers so selected shall appoint a third appraiser. The decision of any two of the appraisers thus chosen shall be conclusive as to the price to be paid. In the event that the fair value of the stock offered for sale is determined by appraisement, the period within which the right to purchase may be exercised shall be extended to a date ten days after the date that the appraisers' report is rendered.

As used herein "fair value" is defined as the agreed value of the stock offered for sale on the date of the offer or the book value after recording the appraised value of the corporate assets on said date.

Upon the death of a stockholder, it shall be presumed that the deceased stockholder has made an offer to sell all of his stock to the corporation on the date of his death.

SIXTH (A): Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them, secured or unsecured, or between this corporation and its stockholders, or any class of them, any court, state or federal, of competent jurisdiction within the state of Kansas may on the application in a summary way of this corporation, or of any creditor, secured or unsecured, or stockholders thereof, or on the application of trustees in dissolution, or on the application of any receiver or receivers appointed for this corporation by any court,

SEE ATTACHMENT B

SEVENTH: The Amount of Capital with which this Corporation will commence business is.....
- - - - - ONE THOUSAND and no/100 (\$1,000.00) - - - - - Dollars
(Not Less Than One Thousand Dollars (\$1,000))

EIGHTH: The Names and Places of Residence (P. O. Address) of each of the INCORPORATORS:

Bill E. Masker	33 Rolling Hills Drive	Wichita, Kansas
Wade W. Newton	903 Irving	Wichita, Kansas
Noble C. Metz	1531 Woodrow Court	Wichita, Kansas

ATTACHMENT A

and to have one or more offices in and out of this state necessary, requisite and expedient to carry out the object of this corporation.

9. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment of capital of the company.

10. To do all further acts as are necessary, convenient or expedient to accomplish the stated purposes of the corporation.

11. To sue and be sued, complain and defend in any judicial, legislative, administrative or legal proceedings and to contract and be contracted with.

12. To engage in such other or kindred activities, and to do all things as are incidental or advantageous to the purposes aforementioned and to the conduct of the business of this corporation.

ATTACHMENT B

state or federal, of competent jurisdiction, order a meeting of the creditors or class of creditors, secured or unsecured, or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

Coalville, Utah

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TENTH: The Number of Directors shall be not less than 3, nor more than 7, as fixed from time to time by the stockholders between such minimum and maximum numbers. Until so varied, the number shall be 4.
In Testimony Whereof, We have hereunto subscribed our names this..... day of

February....., A. D. 19.63.

Bill E. Meeker

Wade H. Newton

Noble C. Metz

Wallace K. Brown

COUNTY OF.....Sedgwick.....

22.

Personally appeared before me, a Notary Public in and for _____ County, Kansas,
Sedgwick
the above-named Bill E. Mosker, Wade W. Newton, Noble C. Metz, and Wallace K. Brown

who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

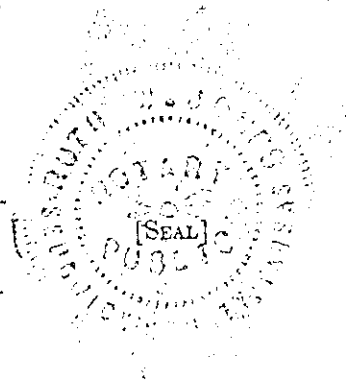
In Testimony Whereof, I have hereunto subscribed my
name and affixed my official seal, this 1st day of

February A. D. 1903.

Notary Public.

My commission expires.....19.....

RUTH W. JONES, Notary Public
My commission expires Mar. 15, 1965



OFFICE OF SECRETARY OF STATE

RECEIVED OF.....*DAIRY LEASING, INC.*.....

and deposited in the State Treasury, fees on these Articles of Incorporation as follows:

February 6, 1963.....19..... Application fee \$25.00
Filing and Recording Fee..... \$ 2.50
Capitalization Fee \$ *100.00*

PAUL R. SHANAHAN
.....
Secretary of State.

By.....*WILLIAM R. STEWART*.....
Assistant Secretary of State.



336N
FORM No. 201 C

REC'D
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