



CERTIFICATE OF INCORPORATION
OF

GOODING-JEROME-LINCOLN DAIRY HERD ASSOCIATION, 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 _____

GOODING-JEROME-LINCOLN DAIRY HERD ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 30, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT I, the undersigned, a natural person of full age, citizen and resident of the United States of America, have this day voluntarily associated myself for the purpose of forming a corporation under the Laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the Corporation shall be:

GOODING-JEROME-LINCOLN DAIRY HERD ASSOCIATION, INC.

ARTICLE II.

This Corporation shall be a non-profit Corporation within the meaning of Idaho Code §30-305(a).

ARTICLE III.

The duration of this Corporation shall be perpetual.

ARTICLE IV.

The purposes for which this Corporation is formed are:

(a) To promote through programs and tests of dairy animals the increased efficiency of dairy cows in the production of milk.

The general purposes and powers are:

(b) To make available to its members and others the results of its tests in conjunction with the recommendations of the National Dairy Herd Improvement Association, the Agricultural Research Service (United States Department of Agriculture), the Extension Service (Federal), and the Agricultural Extension (Service) of the University of Idaho.

(c) To conduct and supervise the production, testing activity and educational programs in the State in cooperation with State agencies and local Dairy Herd Improvement Association

organizations, essential for improving herd management and milk quality for Idaho (commercial) dairymen.

(d) To make recommendations for improvement to the sponsors of the National Dairy Herd Improvement Program and to the National Dairy Herd Improvement Coordinating Group.

(e) To consider, recommend and assist in research projects needed by the dairy industry.

(f) To improve accuracy and develop greater uniformity and acceptability of the testing and record keeping programs, of the National Dairy Herd Improvement Program in Idaho.

(g) To develop and improve educational programs in the Dairy Herd Improvement Program.

(h) To develop and provide opportunity for the membership to more effectively exchange information.

(i) To engage in lawful activities and operations usually and normally engaged in by an agricultural organization.

(j) To possess and exercise all of the powers conferred by law upon nonprofit corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including, without limitation, any or all of the following acts or things:

(1) To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated;

(2) To receive property by devise or bequest, subject to the laws regulating the transfer of

property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust;

(3) To borrow money and to contract debts, to issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured;

(4) To enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation.

(k) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(l) For the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq.

ARTICLE V.

The membership of this Corporation shall be composed of owners of dairy herd residing in the Counties of Lincoln, Gooding and Jerome, State of Idaho, who comply with other provisions governing membership as shall be set forth in the By-Laws of the Corporation. Each regular member shall have one vote. Partnerships or corporations may be admitted to membership and shall have one vote per partnership or corporation. Membership fees and dues shall be set by the

Board of Directors of the Corporation.

ARTICLE VI.

The management of the Corporation shall be vested in a Board of Directors to be composed of seven (7) persons. The initial Board of Directors of the Corporation to serve until the first regular meeting of its members shall be as follows:

1. W. G. Priest
Route 1, Box 1274
Jerome, Idaho, 83338
2. Gail Van Tassell
Route 2, Box 152
Paul, Idaho, 83347
3. Martin Lee
Route 4
Jerome, Idaho, 83338
4. Nick Sabala
Route 1, Box 74
Gooding, Idaho, 83330
5. Ron Taylor
Route 1
Wendell, Idaho, 83355
6. David Newey
Richfield, Idaho, 83349
7. Tom Bingham
Route 2, Box 32B
Gooding, Idaho, 83330

ARTICLE VII.

The address of the initial registered office of this Corporation shall be in care of Maxine Berry, P.O. Box 672, Wendell, Idaho, 83355 located 3 miles West, 2½ miles South and ¼ mile West of the City of Wendell, Idaho. The initial registered agent of the Corporation at such address shall be Maxine Berry.

ARTICLE VIII.

The name of the incorporator of this Corporation is W. G. Priest, Route 2, Jerome, Idaho, 83338, one mile West and ¼ mile North of the City of Jerome, Idaho.

ARTICLE IX.

This Corporation is formed to incorporate an existing non-profit association.

ARTICLE X.

This Corporation shall not carry on any activity for the profit of its members or distribute any gains, profits or dividends as such to its members. In the event of the dissolution of this Corporation, the assets thereof shall be distributed to such non-profit agricultural, scientific or charitable organizations as the Board of Directors may select as are qualified for income tax under exemption under Section 501 of the Internal Revenue Code or such other provision thereof which may be in existence at the time of dissolution.

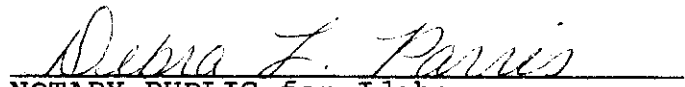
IN WITNESS WHEREOF, I, the undersigned, the incorporator of Gooding-Jerome-Lincoln Dairy Herd Association, Inc., have set my hand this 29 day of March, 1983.


W. G. PRIEST

STATE OF IDAHO)
) SS.
County of Jerome)

On this 29 day of March, 1983, before me, the undersigned, a Notary Public in and for said County and State, personally appeared W. G. PRIEST, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

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


NOTARY PUBLIC for Idaho