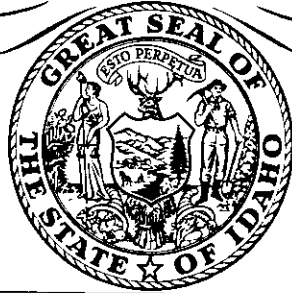


State of Idaho



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

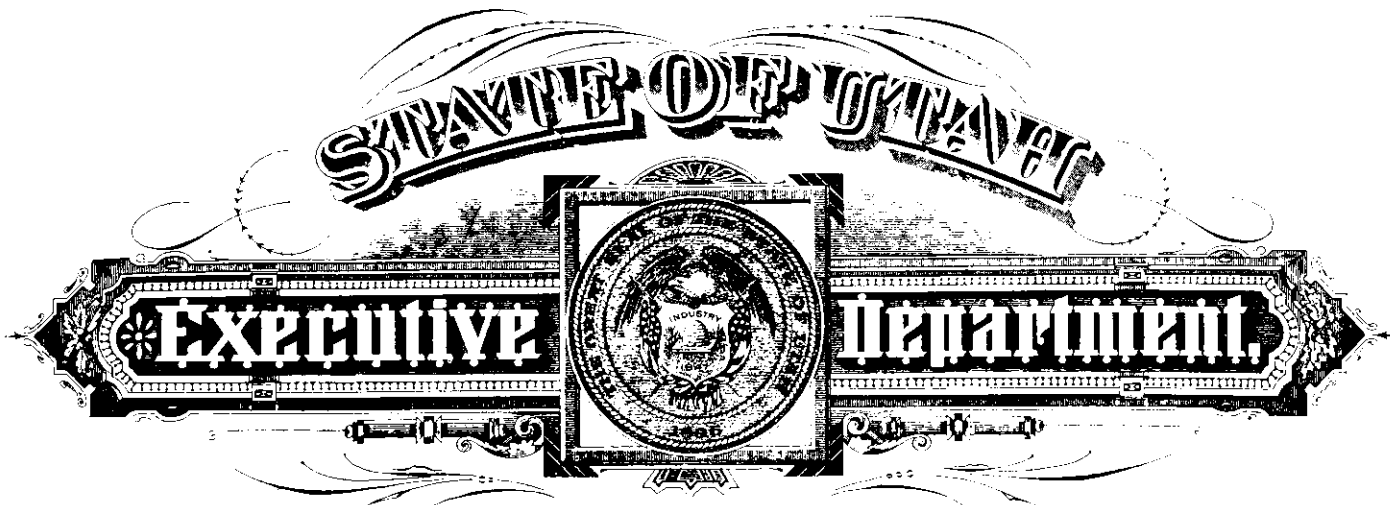
FEDERATED DAIRY FARMS, INC.

a corporation duly organized and existing under the laws of **Utah** 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 **Fourteenth** day of **July**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Fourteenth** day of **July**, 19 **64**, a designation of **Frank Martin, Jr.** 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 **14th** day of **July**, A.D. 19 **64**.

Secretary of State.

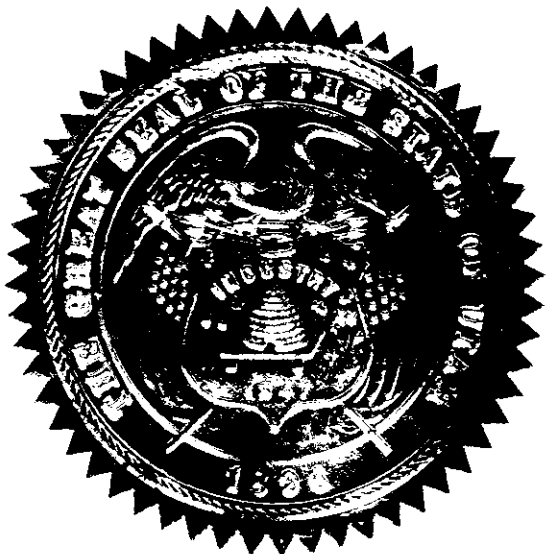


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation and amendments thereto of

WEBER CENTRAL DAIRY ASSOCIATION

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twentieth DAY OF

May 19 64

Lamont F. Toronto
SECRETARY OF STATE

Mendell L. Cattell
DEPUTY

ARTICLE I OF INCORPORATION
OF
WEBER CENTRAL DAIRY ASSOCIATION.

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In pursuance of the provisions of the Agricultural Co-operative Association Act and of the general incorporation laws of the State of Utah, the undersigned persons and associations do hereby associate themselves as a body corporate with intent to avail themselves of the benefits of said laws, and for the purposes hereinafter specifically set forth; and for said purposes they do hereby adopt the following

ARTICLES OF INCORPORATION.

I.

The name of this association shall be WEBER CENTRAL DAIRY ASSOCIATION.

II.

The principal place of business and the place where this association is organized is Ogden, Weber County, Utah, and the territory in which its operations are to be conducted is particularly in and around said Weber County, and generally throughout the State of Utah and all other states and countries to which its business transactions may be extended.

III.

The names of the incorporators and their places of residence are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	
CELESTINE A. FROBERG,	FAIR HEST,	UTAH
WILFORD S. BULLOCK	OGDEN, R.D. # 2,	"
JAMES H. BAUS,	HOOVER,	"
H. R. MOSEY,	HUNTSVILLE,	"
CHARLES A. SPALLINGS,	OGDEN,	"
JOSEPH E. HAW,	OGDEN CITY,	"
JACOB W. WILSON,	OGDEN, R.D. # 2,	"
OGDEN CO-OPERATIVE DAIRY CO.,	FAIR HEST,	"
HUNTSVILLE DAIRY, INCORPORATED,	HUNTSVILLE,	"
HUNTSVILLE DAIRY, INCORPORATED,	HUNTSVILLE,	"
HOOVER DAIRY, INCORPORATED,	HOOVER,	"
OGDEN-LIBERTY DAIRY, INC.,	OGDEN,	"
OGDEN CITY DAIRY ASSOCIATION,	OGDEN CITY,	"
SPRINGVILLE DAIRY ASSOCIATION, R. D.,	SPRINGVILLE,	"

IV.

This association is incorporated for a period of fifty years from date hereof and shall continue in existence for said

period unless sooner dissolved or reincorporated in accordance with law.

V.

The fiscal year of this association shall begin on the first day of January and end on the 31st day of December of each calendar year.

The object or purpose of this association is to promote, foster and encourage by mutual help and cooperation the production and orderly marketing, and the efficient and economical distribution, of dairy and other agricultural products and by-products, to improve the quality thereof, to facilitate the delivery thereof to the consumer at reasonable prices and to eliminate speculation and waste therein; and to that end and purpose, to organize without capital stock, and to act as a non-profit central agency or federation of local organizations of similar character, for the aid and benefit of such associations or may become members of this association and of their members, and to render for them any and all services connected with or relating to the production, manufacture, standardization, storing, shipping, utilization, stabilizing, marketing or selling of dairy and other agricultural products or by-products; to purchase for, or to manufacture, sell or supply to said local organizations or to their members, machinery, equipment, or supplies requisite or proper in any such undertakings; and to finance any of the foregoing activities.

It is intended that this association shall have and may exercise any or all of the powers described and particularly expressed in "The Agricultural Cooperative Association Act" of 1925, in the capacity, however, of a central agency or cooperative association, and this association may likewise cooperate, or federate itself, pursuant to the provisions of law relating thereto, with any state-wide association now existing or hereafter organized or with one or more central associations for common purposes or undertakings, or with both.

This corporation is given power and authority to accept an assignment to it of the contract entered into between FARM WEST COOPERATIVE CREAMERY, INC., HARRISVILLE DAIRY, INCORPORATED, HUNTSVILLE DAIRY, INCORPORATED, MOORE DAIRY, INCORPORATED, HOBBS DAIRY, INC., PLAIN CITY DAIRY ASSOCIATION, SLATERVILLE DAIRY ASSOCIATION, INC., and GEORGE D. TAYLOR, of Farr West, WILFORD J. TAYLOR of Harrisville, ARTHUR R. MCKAY of Huntsville, JOHN M. BELNAP of Hooper, G. F. STALLINGS of Eden, H. T. MAW of Plain City, and JEROME WHEELER of Slaterville, on the 28th day of November, 1923, and to assume and take over the rights and obligations of the said individuals under said contract; and to accept an assignment to it and to assume the rights and obligations of the individuals under that contract executed by and between Geo. D. Taylor, Arthur R. McKay, John M. Belnap, Wilford J. Taylor, G. F. Stallings, and Jerome Wheeler, on the 20th day of December, 1923, with the Ogden Matter Shop, a corporation of the State of Utah, with principal place of business at Ogden, Utah, and also that certain contract entered into by them on the ^{3rd} day of ~~December~~, 1923, with Blackman & Griffin, a corporation of the state of Utah.

The membership of this association shall be and is hereby limited to local cooperative dairy associations within and in the vicinity of Weber County and adjoining counties of the state of Utah, as corporate bodies, each and all of which may become members by subscribing to these articles in the manner to be hereafter prescribed by the by-laws of this corporation; and every such corporate member shall be entitled to send, through its duly accredited representative, one vote at any special, stated or annual meeting of the members of this association. Each accredited representative may be selected by the local association in such manner as its by-laws may prescribe; but shall be nominated or accredited in accordance with the by-laws of this association. To each corporate member shall be issued a certificate of membership.

...shall constitute a permanent committee of the board; the time and place of their selection and renewal, their qualifications, powers and duties, and the manner of filling vacancies, shall be prescribed and regulated by the by-laws of this association; provided, that no member association shall be entitled to more than one member representative on said board.

III.

Until the first annual meeting of the members of this association the following named persons shall constitute the representatives of the present members of this association at their meetings, as well as the members on the board of directors of this association:

CHARLES A. GRODNER,	representing	NORTHWEST COOPERATIVE
WILFRED J. TAYLOR,	"	CHAMBERLAIN, INC.
JAMES R. BEUS,	"	HARRISVILLE DAIRY,
E. R. McRAY,	"	INCORPORATED.
CHARLES F. SHIMMINS,	"	ROCKFORD DAIRY, INCORPORATED
HENRY T. LEW,	"	HARRISVILLE DAIRY,
JEROME WILKINSON,	"	INCORPORATED.
	"	SEAN-LEIGH CITY DAIRY, INC.
	"	PLAIN CITY DAIRY
	"	ASSOCIATION
	"	SEAN-LEIGH DAIRY
	"	ASSOCIATION, INC.

In addition to the directors the officers of this association shall be a president, a vice-president, a secretary and a treasurer, each of whom, with the exception of the secretary and the treasurer, shall be directors; and the secretary and the treasurer may be, but need not be, directors; and the office of secretary and treasurer may be held by one person.

Until the first annual meeting, the following-named persons shall hold said offices:

James R. Beus	Rockford, Wis.	President
Wilfred J. Taylor	Harrisville, Wis.	Vice-President
E. R. McRay	Harrisville, Wis.	Secretary-Treasurer

II.
The annual meeting of the members of this association shall be held on the second Monday in February of each year, beginning with the year 1925, at such place and upon such notice as the by-laws may prescribe; ~~unless~~, unless the by-laws otherwise provide, the hour and place of meeting having once been fixed no notice thereof need be given; nor shall failure to give the notice prescribed affect the validity or regularity of the meeting.

III.
The property rights and interests of the members in the assets and resources of the corporation shall be governed by the provisions of the by-laws and shall be determined in accordance with equitable principles of justice as to the source of such assets and resources, the relative extent of membership is acquired by the respective members, and all other facts relating to the acquisition of such assets and resources.

IV.
Neither the individual members, nor the directors, nor the officers shall be liable, jointly or severally, for the obligations of this association, ~~provided~~, however, that members may voluntarily secure for or confer credit to the association; and provision may be made in the by-laws for the raising of funds and financing of its business, as well as for the dues, penalties and deductions for its service.

IN WITNESS WHEREOF, the incorporators hereinbefore named do hereby affix their signatures on this ^{18th} day of April, 1924, at Ogden, Weber County, Utah.

Charles A. Groberg
Alfred J. Taylor
James B. Bens
Ed. McKay
J. H. Stallings
Henry T. M. dw
Jerome Wheeler

WITNESSES:

Ward Fisher
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

W. H. Cottle
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

E. R. McFarley
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

Joseph A. Fowler
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

Barley J. Clark
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

Merwin Thompson
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

WITNESSES:

Charles A. Wheeler
Secretary

DAIRY AND CO-OPERATIVE ORGANIZATION, INC.

W. H. Wood
President

STATE OF VERMONT :

COUNTY OF WINDHAM :

James T. Taylor, Alfred J. Taylor,
and E. R. McFarley, being first duly sworn, severally

depose and say: that they are three of the incorporators of the
above-named Water Control Association; that it is bona fide
the intention of the incorporation of said association to commence
and carry on the business mentioned in the foregoing Articles of
Incorporation, and affiants severally believe that each of the
parties to the foregoing agreement has performed each and every
obligation required of him, as such incorporator, by law; and that
the matters of fact set forth in said Articles of Incorporation

and true according to affiant's knowledge.

James R. Beuss

Alfred J. Taylor

E. R. McKay

Subscribed and sworn to
before me this 18th day
of April, A. D. 1924

E. E. Pratt

Notary Public, residing
at Ogden City, Utah.
My commission expires

January 21, 1925.

We hereby certify that on the 30 day of June, 1928, at Ogden, Utah, the Board of Directors of the Weber Central Dairy Association, an agricultural cooperative association of the State of Utah, with principal place of business at Ogden, Utah, regularly adopted by unanimous vote of said Board of Directors, the following Resolution:

"Be it Resolved: That the Articles of Incorporation be amended as follows, to-wit: That Article VII be amended to read:

ARTICLE VII.

The membership of this Association shall be and is hereby limited to local cooperative dairy associations, and the members thereof, within and in the vicinity of Weber County and adjoining counties of the State of Utah, each and all of whom may become members by subscribing to these Articles or in the manner to be hereafter prescribed by the By-Laws of this Association. The voting privilege of the individual members shall be exercised only through the local association of which he is also a member. Every such corporate member shall be entitled to elect, through its duly accredited representative, one vote at each special, stated or annual meeting of the members of this Association. Such accredited representative may be selected by the local association in such manner as its By-Laws may prescribe; but shall be certified or accredited in accordance with the By-Laws of this Association. To each corporate member shall be issued a certificate of membership.

Be it further Resolved: That the question of amending said Articles as aforesaid shall be submitted to the members of this Association on the 10 day of July, 1928, on which date a special meeting of the members of this Association shall be held for the purpose of passing upon the said question."

We hereby further certify that the said meeting was duly called and held on the 10 day of July, 1928, and that at said meeting the said question of amending the Articles of Incorporation was submitted to a vote on the membership, and all the members of said Association voted in favor of said amendment, whereupon the Board of Directors of said Association declared the amendment adopted.

WITNESS THE HANDS of the President of said Association, attested by its Secretary ~~and its corporate seal~~ this 27 day of July, 1928.

Attest:

James Wheeler
Secretary

J. R. Rens
President

[illegible]

...and, finally, that I have
no intention of giving the
Americans and the British
any more aid than they can
use for much better need to
be met by sending to the per-
sonnel equipped hands etc

[illegible]

10-11-64
10-11-64
10-11-64

[illegible]

demerits shall be considered
and borne, and the amount
of money or more or less to
be paid, under the present
provisions hereafter by the
proper action, all of which

[illegible]

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III. This Association is organized without stock. The membership of this Association shall be and is hereby limited to milk producers who have entered marketing contracts with this Association. The voting rights of the individual members shall be exercised only through the local Association of which he is a member. Every such local Association shall be entitled to cast one vote only which single vote shall be for all members residing in the local at any special, stated or annual meeting of the members of this Association, such vote to be cast by its accredited representative or representatives. Accredited representative shall be selected by the local Association in such manner as the By-Laws of this Association may prescribe and shall be certified or accredited in accordance with the said By-Laws.

IV.

There shall be as many members of the Board of Directors of this Association as there are local Associations. A majority of such members of the Board of Directors shall constitute a quorum for the transaction of the business of the board. The time and manner of their selection and removal, their qualifications, power and duties, and the manner of filling vacancies shall be prescribed and regulated by the By-Laws of this Association.

V.

The annual meeting of the members of this Association shall be held on the fourth Saturday in April of each year, or if that day is a holiday, on the next preceding business day. That meeting and all special meetings of the members shall be held at such place and on such notice as the By-Laws may prescribe; provided, that unless the By-Laws otherwise provide, the hour and place of meeting, once been fixed, no notice thereof need be given; and notice of the annual meeting need be given. When notice of any meeting is required by these Articles or by Statute, it shall be sufficient if five days before such meeting, notice thereof is sent to the member by U.S. mail or delivered to the members' premises or adjacent thereto with and at the time of the return of members' empty milk cans from the Association.

VI.

The property interests and rights of the members in the assets and resources of the corporation shall be governed by the provisions of the By-Laws and shall be determined in accordance with equitable principles by reference to the source of such assets and resources, the relative dates when membership is acquired by the respective members, and all other facts relating to the acquisition of such assets and resources, and may be evidenced by Certificates of Interest which may be issued periodically to the members, showing the relative interests, if any, of the members in the property of the Association. The Association shall not pay interest or dividends on such certificates, or upon any membership capital, in excess of eight per cent (8%) per annum.

VII.

The private property of the stockholders of this Association shall not be subject to the payment of the corporate debts in any amount whatsoever.

...that this corporation shall become indebted to any bank, trust, lending agency, and so long as any such indebtedness exists, the business policies and the general management of the Association shall upon an understanding by the Board of Directors to that effect, be such as are satisfactory to such agency.

CERTIFICATE

I, James R. Beus, as President and Jerome Wheeler as Secretary of the Weber Central Dairy Association, do certify:

That the foregoing Amended Articles of Incorporation was adopted at a meeting of the members of the Weber Central Dairy Association held April 22, 1939 at Ogden, Utah, at which a quorum was present and a majority vote was cast for the adoption of such Amended Articles of Incorporation.

That the said meeting was regularly called for the purpose of considering the said Amended Articles and held pursuant to the following notice:

NOTICE OF THE WEBER CENTRAL DAIRY ASSOCIATION INC.

A meeting of the stockholder members and the Local members of the Weber Central Dairy Association will be held at the office of the Weber Central Dairy Association, 2815 Ogden Avenue, Ogden, Utah, on Saturday, April 22, 1939, at 1:30 P.M. o'clock for the purpose of receiving the reports of the officers and the auditors and for the purpose of considering the adoption of new Articles of Incorporation, and amended By-Laws of this Association.

A copy of the proposed Amendments to the Articles and By-Laws may be obtained at the office of the Association.

Jerome Wheeler
Secretary

J. R. Beus
President

That the said notice was published for twenty-one days next preceding April 22, 1939 in a newspaper having a general circulation in the area in which the members of the Weber Central Dairy Association reside, to-wit: in the Standard Examiner, a daily paper published at Ogden, Utah.

That a copy of said notice was postage prepaid and addressed to each member of the Association who resided in the United States mail at Ogden, Utah, ten days prior to April 22, 1939.

Jerome Wheeler
Jerome Wheeler, Secretary
Weber Central Dairy Association

J. R. Beus
J. R. Beus, President of
Weber Central Dairy Association

1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

Subscribed and sworn to before me this 22nd day of April 1939

100-443887-100

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CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF WEBER
CENTRAL DAIRY ASSOCIATION OF OGDEN,
UTAH, A CORPORATION.

- - - - -

STATE OF UTAH)
 : SS.
County of Weber)

We, J. R. DEUS and L. CHAS. GILBERT, do hereby certify:

That we are the President and Secretary, respectively,
of WEBER CENTRAL DAIRY ASSOCIATION of Ogden, a Utah corporation
with its principal place of business at Ogden, Weber County,
State of Utah.

That at the regular annual meeting of the members of the
above named corporation held at the office of the corporation
at 2509 Ogden Avenue, Ogden, Utah, on the 29th day of April,
1944 at 1:30 P.M., a resolution was regularly proposed, voted
upon and adopted by the unanimous vote of said members present
at said meeting amending Article IX of the Articles of Incorpor-
ation of said corporation, as hereinafter set forth, and directing
us to make this certificate.


We do further certify that the following is a true and
correct copy of said Article IX of the Articles of Incorporation
of said corporation as thus amended, to-wit:

ARTICLE IX


The annual meeting of the members of this Association

shall be held on the second Saturday in March of each year, or if that day is a holiday, on the next preceding business day. This meeting and all special meetings of the members shall be held at such place and upon such notice as the By-Laws may prescribe; provided, that unless the By-Laws otherwise provide, the hour and place of meeting have not been fixed, no notice thereof need be given, no notice of the annual meeting need be given. When notice of a meeting is required by these Articles or by Statute, it shall be sufficient if five days before such meeting, notice thereof is sent to the member by U. S. mail or delivered to the members' premises or adjacent thereto with and at the time of the return of members' empty milk cans from the Association.

IN WITNESS WHEREOF we have hereunto set our hands and affixed the corporate seal of the said corporation this 14th day of June, 1944.



President, Weber Central Dairy
Association of Ogden, Utah



Secretary, Weber Central Dairy
Association of Ogden, Utah

CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF WEBER CENTRAL DAIRY
ASSOCIATION OF OGDEN, UTAH, A CORPORATION

STATE OF UTAH)
 : ss.
COUNTY OF WEBER)

We, J. R. BEUS and E. GAIL CARBETT, do hereby certify:

That we are the President and Secretary, respectively,
of WEBER CENTRAL DAIRY ASSOCIATION of Ogden, a Utah corporation
with its principal place of business at Ogden, Weber County, State
of Utah.

That at the regular annual meeting of the members of
the above named corporation held at the office of the corporation
at 2539 Ogden Avenue, Ogden, Utah, on the 10th day of March, 1945,
at 1:30 P.M., a resolution was formally proposed, voted upon and
adopted by the unanimous vote of 2518 members present at said meeting
amending Articles VII, X and XI of the Articles of Incorporation of
said corporation, as hereinafter set forth, and directing us to make
this certificate.

We do further certify that the following is a true and
correct copy of said Articles VII, X and XI of the Articles of Incor-
poration of said corporation as then amended, to wit:

ARTICLE VII

This Association is organized without stock. The member-
ship of this Association shall be and is hereby limited to milk
producers or associations of milk producers who have in force market-
ing contracts with this Association. The voting privilege of the

individual members shall be exercised only through the local Associations of which he is a member. Every such local Association shall be entitled to cast one vote only which single vote shall be for all members residing in the local at any special, stated or annual meeting of the members of this Association, such vote to be cast by its accredited representative or representatives. Accredited representative shall be selected by the local Association in such manner as the By-Laws of this Association may prescribe and shall be certified or accredited in accordance with the said By-Laws.

ARTICLE X

The property interests and rights of the patrons in the assets and resources of the corporation shall be governed by the provisions of the By-Laws and shall be determined in accordance with equitable principles by reference to the source of such assets and resources, the relative dates when membership is acquired by the respective patrons, and all other facts relating to the acquirement of such assets and resources, and may be evidenced by Certificates of Interest which may be issued periodically to the several patrons, showing the relative interests, if any, of the patrons in the property of the Association. The Association shall not pay interest or dividends on such certificates, or upon any membership capital, in excess of eight per cent (8%) per annum.

ARTICLE XI

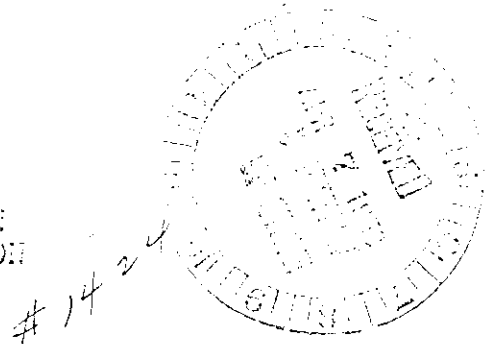
The private property of the members of this Association shall not be subject to the payment of the corporate debts in any amount whatsoever.

IN WITNESS WHEREOF, we two hereunto set our hands and
affixed the corporate seal of the said corporation this 10th
day of March, 1945.

W. B. Smith
President, Weber Central Dairy
Association of Ogden, Utah

L. M. Smith
Secretary, Weber Central Dairy
Association of Ogden, Utah

67
7/2/53
CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF WEBER CENTRAL DAIRY ASSOCIATION



STATE OF UTAH)
 : ss
County of Weber)

We, J. R. BEUS and L. W. BARRETT, do hereby certify:

That we are the President and Secretary, respectively,
of WEBER CENTRAL DAIRY ASSOCIATION, of Ogden, a Utah corporation,
with its principal place of business at Ogden, Weber County,
State of Utah.

That at the regular annual meeting of the members of
the above named corporation held at the office of the corporation
at 1225 Wall Avenue, Ogden, Utah, on the 14th day of March, 1953,
at 1:30 P. M., a resolution was regularly proposed, voted upon
and adopted by the unanimous vote of said members present amend-
ing Article IX of the Articles of Incorporation of said corpora-
tion, as hereinafter set forth, and directing us to make this
certificate.


We do further certify that the following is a true and
correct copy of said Article IX of the Articles of Incorporation
of said corporation as thus amended, to wit:


ARTICLE IX

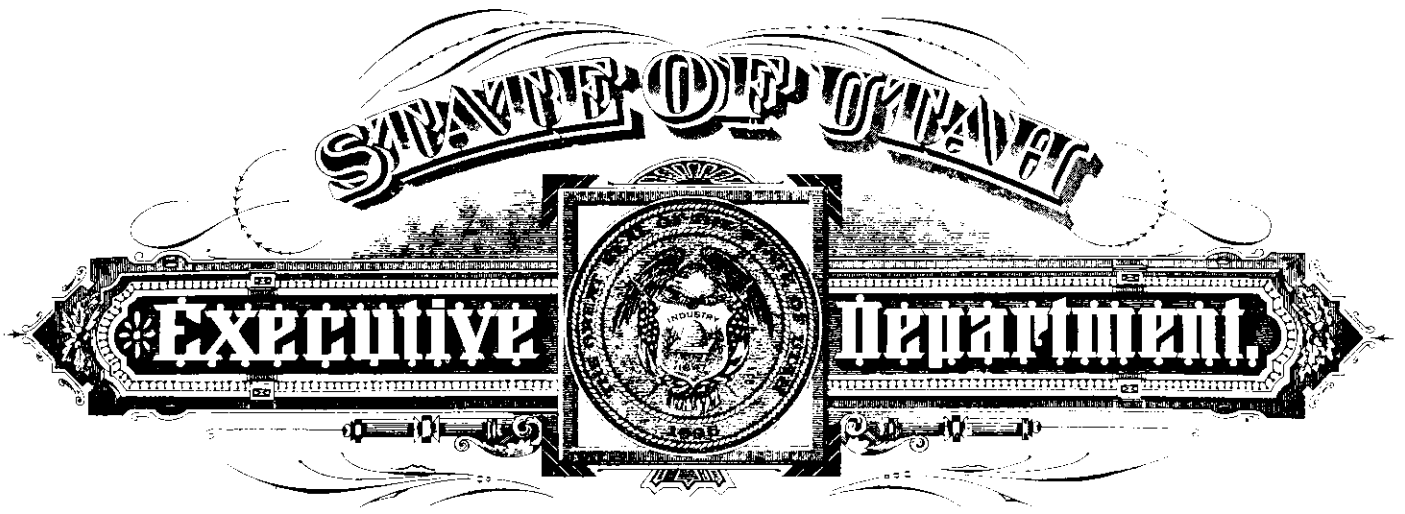
The annual meeting of the members of this Association
shall be held on the second Wednesday in January of each year, or
if that day is a holiday, on the next preceding business day.

That meeting and all special meetings of the members shall be held at such place and upon such notice as the By-Laws may prescribe; provided, that unless the By-Laws otherwise provide, the hour and place of meeting have not been fixed, no notice thereof need be given, no notice of the annual meeting need be given. When notice of a meeting is required by these Articles or by Statute, it shall be sufficient if five days before such meeting, notice thereof is sent to the member by U. S. mail or delivered to the members' premises or adjacent thereto with and at the time of the return of members' empty milk cans from the Association.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of the said corporation this 27th day of March, 1953.


J. H. Bous, President, Weber
Central Dairy Association


L. Glen Garrett, Secretary, Weber
Central Dairy Association



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of an Agreement of Merger by and between Weber Central Dairy Assoc-
iation and Federated Milk Producers Association as filed in this office
on the Seventh day of February, 1964, and changing the name to
..... FEDERATED DAIRY FARMS, INC.

AS APPEARS _____ OF RECORD _____ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS SIXTH _____ DAY OF

MAY _____ 19 64 _____

Lamont F. Toronto
SECRETARY OF STATE

BY Wendell L. Cottrell
DEPUTY



FILED in the office of the Secretary of
State, of the State of Utah, on the
26 day of October, 1963

RECEIVED
OFFICE OF
SECRETARY OF STATE

LAMON R. VORHED
Secretary of State

AGREEMENT OF MERGER

1963 FEB 7 AM 11 00

Filing Clerk F. J. 2 Fees 5.00

THIS AGREEMENT OF MERGER, made and executed this
3rd day of October, 1963, by and between WEBER CENTRAL DAIRY
ASSOCIATION, an agricultural cooperative association organized
and existing under the laws of the State of Utah, with its
principal place of business at Ogden, Utah, hereinafter called
"Weber" and sometimes "Constituent Association," and sometimes
"Surviving Association," and FEDERATED MILK PRODUCERS ASSOCIA-
TION, INC., an agricultural cooperative association organized
and existing under the laws of the State of Utah, with its
principal place of business at Salt Lake City, Utah, hereinafter
called "Federated" and sometimes called "Constituent Association,"

W I T N E S S E T H:

Representations

Weber represents as a condition of this Agreement of
Merger, the following:

1(a) That it is a duly organized and existing ag-
ricultural cooperative association organized under and pursuant
to Title 3, Chapter 1, Utah Code Annotated, 1953.

2(a) That it has, as of the date of this Agreement,
319 members in good standing.

3(a) That its balance sheet as of August 31st,
1963, as adjusted for the purpose of reflecting true values, is
marked Exhibit "A" attached hereto and by this reference made a
part hereof.

4(a) That the Certificates of Participation here-
tofore issued by Weber, which are unredeemed and outstanding, as

to years and amounts are as hereinafter set forth:

<u>Year</u>	<u>Certificated Equities</u>	<u>Capital Deductions Certificated</u>
1953	\$121,349.80	\$13,514.86
1954	209,615.21	38,049.33
1955	205,319.05	38,601.53
1956	256,544.94	43,139.49
1957	359,354.05	37,759.75
1958	335,479.05	44,884.90
1959	369,163.56	34,214.94
1960	339,790.78	38,396.66
1961	422,826.15	43,604.43
1962	455,883.79	44,513.17

1963 retains have not yet been certificated. Between date hereof and final approval, the above may be reduced.

5(a) That it is engaged as an agricultural cooperative in the business of hauling, processing and marketing the milk produced by its members in the Great Basin Marketing Area and fringe areas adjacent thereto.

6(a) That it is legally authorized to enter into this Agreement of Merger.

Federated represents as a condition of this Agreement of Merger the following:

1(b) That it is a duly organized and existing agricultural cooperative association organized under and pursuant to Title 3, Chapter 1, Utah Code Annotated, 1953.

2(b) That it has, as of the date of this Agreement, 509 members in good standing.

3(b) That its balance sheet as of August 31st, 1963, as adjusted for the purpose of reflecting true values, is marked Exhibit "B" attached hereto and by this reference made a part hereof.

4(b) That the Certificates of Participation heretofore issued by Federated, which are unredeemed and outstanding, as to years and amounts are as hereinafter set forth:

<u>Year</u>	<u>Certificated Equities</u>	<u>Capital Deductions Certificated</u>
1954	\$ 27,006.85	
1955	26,893.39	
1956	54,779.87	
1957	68,118.45	
1958	36,223.29	
1959	25,622.67	
1960	13,123.21	
1961	141,785.42	
1962	37,527.27	\$145,754.62

5(b) That it has 509 shares of common stock issued and outstanding of a par value of One Hundred Dollars (\$100.00) per share, and it has 50,557 shares of preferred stock of a par value of Ten Dollars (\$10.00) a share issued and outstanding.

6(b) That it is engaged as an agricultural cooperative in the business of hauling, processing and marketing the milk

produced by its members in the Great Basin Marketing Area and fringe areas adjacent thereto.

7(b) That it is legally authorized to enter into this Agreement of Merger.

1(c) Simultaneously with the approval of this Agreement by the members of the Constituent Associations, the Articles of Weber will be amended or restated, so that they will read as set forth in Exhibit "C" attached hereto and by this reference made a part hereof.

2(c) The name of the merged association shall be FEDERATED DAIRY FARMS, INC.

3(c) The Board of Directors of said merged association shall be as follows:

<u>Name</u>	<u>Address</u>
Walter R. Holdaway	R.F.D. #1 Provo, Utah
Welby W. Young	Heber City, Utah
Thomas Q. Williams	Centerville, Utah
Elvin Bunnell	Lakeview, Utah
Ray D. Christensen	Moroni, Utah
Ferris Fitzgerald	12550 South 600 East Draper, Utah
Eldred Fox	770 West State Street Lehi, Utah
Leland Hogan	Stockton, Utah
George Holmes	Heber City, Utah
Melvin Homer	Tremonton, Utah
Verl J. Poll	Morgan, Utah

<u>Name</u>	<u>Address</u>
Percy E. Randall	1920 North Fruitland Drive North Ogden, Utah
J. Eldon Swenson	8 West 1600 North Orem, Utah
M. P. Thain	Smithfield, Utah
J. Edwin Ure	Kamas, Utah
Calvin Webb	14747 South 1700 West Riverton, Utah
R. Kirby Bench	Fairview, Utah
Garth Ogden	Richfield, Utah
DeVere Weight	Spanish Fork, Utah
Parley R. Stephens	P. O. Box 63 Henefer, Utah
James A. Ward	Route #2 Brigham City, Utah
Alfred Bohman	R.F.D. Morgan, Utah
James Coletti	1681 West Pleasant View Rd. Ogden, Utah
Leon Gardner	Honeyville, Utah
Heber Gibson	Route #1, P. O. Box 186 Ogden, Utah
Ralph Robson	3705 West 1975 North Ogden, Utah
Lester Skinner	Nounan, Idaho
Ralph Ward	Liberty, Utah
Harold Weatherston	300 North 1000 West Clearfield, Utah
Doyle Archibald	Bear River City, Utah
Ray Barker	2399 North Fruitland Drive North Ogden, Utah

<u>Name</u>	<u>Address</u>
Dewain Berger	2817 North 12th East North Logan, Utah
L. E. Buhrley	Huntsville, Utah
Seymour Godfrey	5736 South Redwood Road Murray, Utah
Herman Neilson	R.F.D. #1, P. O. Box 204 Ogden, Utah
Frank Rawson	Hooper, Utah
Maurice Skeen	R.F.D. #2, P. O. Box 466 Ogden, Utah
Oliver Trenea	179 South 6700 West Ogden, Utah

4(c) The officers of said Surviving Association shall be as follows:

President	Walter R. Holdaway R.F.D. #1 Provo, Utah
Vice President	James A. Ward Route #2, Brigham City, Utah
Secretary	Welby W. Young Heber City, Utah
Treasurer	L. Glen Garrett P. O. Box 188 Ogden, Utah
Executive Secretary	Vernon L. Bingham 1800 West 1700 South Salt Lake City, Utah
General Manager	L. Glen Garrett P. O. Box 188 Ogden, Utah

5(c) The officers and Directors shall serve until their successors are elected and qualified. Any vacancy during said period created by the death, resignation, or inability of any

Director to serve shall not be filled. Prior to January 1st, 1966, and thereafter from time to time, the Board of Directors shall determine the number of Directors, which shall be not less than 15 nor more than 21. Each Director shall represent a unit, which shall be a group of members of the Association residing in a common geographic area, and so situated that they have common problems of production and can attend meetings in their geographic area with a minimum of inconvenience. Each unit shall be approximately equal as to numbers. The units shall each, at a time fixed by the Board of Directors and prior to March 1st, 1966, elect one member to the Board of Directors. The Directors so elected shall, at their first meeting, by lot, fix the term of one-third of the Directors for one year, one-third for two years, and one-third for three years, and thereafter upon the expiration of the term of any Director, shall elect a Director to serve a term of three years.

6(c) The Constituent Associations covenant and agree that between the date of the execution of this Agreement and the filing of the same with the Secretary of State of Utah and the Commissioner of Agriculture, if the same is approved by the members, that the associations will conduct their business in a good and businesslike manner, and not incur any unusual obligations, and will pay and discharge their current liabilities to the best of their ability.

7(c) The Constituent Associations further covenant and agree to promptly call a meeting of their members pursuant to the laws of the State of Utah and the provisions of their respective Articles of Agreement, for the purpose of approving this Agreement of Merger, which meeting shall be called and convened at a time

not later than Forty-Five (45) days from date hereof. If the membership of the two associations at said meetings legally approve this Merger Agreement, then and in that event, the officers of the Constituent Associations shall each endorse hereon the date of holding said meeting, and the number of members at said meeting, the number of votes cast favoring the approval of this Agreement, and the merging of said associations, and this Agreement, with Exhibit "C" only attached thereto, shall thereupon be filed with the Secretary of the State of Utah and the Commissioner of Agriculture, and upon the acceptance thereof by the Secretary of State, the Constituent Associations shall thereupon be merged, and Federated shall be merged into Weber, and the Articles of a Surviving Association shall be those set forth in Exhibit "C" attached hereto, and the affairs of the Surviving Association shall thereupon be conducted in accordance with the terms and conditions of the Articles of Association of said Surviving Association, and this Agreement and the By-Laws of said association, and all of the members of the two Constituent Associations by said act and the approval of this Agreement, shall, instantler, become members of the Surviving Association, subject only to the acquisition by such members of one share of common stock in the Surviving Association. Thereafter the Surviving Association shall become the owner of all of the property of the Constituent Associations of every nature whatsoever, whether it is personal, real or mixed, whether now known or hereafter discovered, and the Surviving Association shall become liable upon all the debts and obligations of the Constituent Associations of every nature whatsoever, whether now known or hereafter discovered.

8(c) The ownership interests of the members of each of the constituent associations in their respective associations shall be exchanged for ownership interests in the surviving association as follows:

(1) Certificates of patronage, equity or any other certificates held by the members of the constituent associations shall be converted to and become certificates of patronage, equity, etc. of the surviving association, except that:

(2) Each member of Federated shall surrender a certificate or certificates having a value or aggregate value of \$100 or more. Upon the surrender of such certificate or certificates, the shares of \$100 par value common capital stock of Federated held by such member shall be converted to and become one share of \$200 par value common capital stock of the surviving association, without the necessity of surrendering such shares for shares of the surviving association.

Should the certificate or certificates of patronage, etc. surrendered by a member of Federated have a face or aggregate face value in excess of \$100, then the surviving association shall issue to such member its certificate of patronage having a face value equal to the difference between the face value of the certificate surrendered or aggregate face value of the certificates surrendered and \$100.

(3) Each share of \$10 par value 5% non-cumulative preferred now owned by members of Federated shall be converted to and become one share of the \$10 par value 5% non-cumulative Class 1 preferred stock of the surviving association.

(4) At a subsequent date, the surviving association will, upon request, issue to the members of Federated, its shares

of common and its shares of Class 1 preferred in exchange for the shares of Federated that have been converted.

(5) Each member of Weber shall:

(i) Receive a share of the \$200 par value common capital stock of the surviving association in lieu of part or all of the patronage distribution to which such member is entitled for the fiscal year ended August 31, 1963. In the event such a member is entitled to receive a patronage distribution in excess of \$200 for the said fiscal year, such member shall have such excess patronage distribution converted into a share or shares of the surviving association's \$10 par value 5% non-cumulative Class 1 preferred stock and thus reduce to the extent of such application the member's obligation to surrender for the said Class 1 preferred 24% of his outstanding certificates of equity or patronage. In the event such a member is not entitled for said fiscal year to receive a patronage distribution of \$200 or more, then said member shall surrender for cancellation a certificate or certificates sufficient in amount to entitle such member to receive a share of the \$200 par value common capital stock of the surviving association. Should the certificate or certificates surrendered be in excess of \$200 in face value, then such member shall receive a patronage certificate of the surviving association equal in amount to the difference between the value of the certificate or certificates exchanged and \$200.

(ii) Receive that number of full shares of \$10 par value 5% non-cumulative Class 1 preferred stock of the surviving association which shall be equal to 24% of each member's total ownership interest. No fractional shares shall be issued

and to the extent 24% of a member's total outstanding equity interests cannot be equated with equal shares, it shall be reduced. Except as provided in Section (i) of this paragraph, each such member shall surrender for cancellation a certificate or certificates of patronage or equity having a value equal to or in excess of the value of the number of full shares of Class 1 preferred each member is to receive. If the certificate or certificates surrendered have a value in excess of the par value of the number of Class 1 preferred shares he is entitled to receive, then such member shall receive a certificate of patronage of the surviving association equal in value to the difference between the value of the certificate or certificates surrendered and the par value of the shares of Class 1 preferred he is entitled to receive.

(iii) The members of Weber shall surrender for the purposes specified in Section (i) and (ii), except as otherwise provided in Section (i), certificates bearing a date of issue nearest to the date of merger.

(6) All non-certificated equities allocated on the books of both the surviving and disappearing associations to their respective members shall become and be obligations of the surviving association and shall be paid in the order of the years to which they are allocated commencing with those allocated to the years which precede the effective date of the merger by the greatest number.

9(c) If this Agreement fails of approval of either of the constituent associations at a meeting called to consider the approval hereof, then and in that event, upon such failure of

approval, this Agreement shall become null and void.

10(c) The Constituent Associations have caused this Agreement of Merger to be executed by their officers pursuant to authority vested in them by resolution of the Board of Directors upon the dates hereinafter set forth.

11(c) This Agreement of Merger will have been approved by the membership of the parties hereto at membership meetings especially called for the purpose of considering this Agreement upon the dates, with members present in the numbers set forth, with the vote of approval, all as set forth in the respective Certificates hereinafter set forth.

Executed by the parties hereto pursuant to authorization of their respective Boards of Directors this 3rd day of October, 1963.

ATTEST:

L. Glen Barrett
Secretary

WEBER CENTRAL DAIRY ASSOCIATION

By: Wesley R. Stephens
Its: President

ATTEST:

Orville G. Stewart
Secretary

FEDERATED MILK PRODUCERS
ASSOCIATION, INC.

By: Doctor R. Hollaway
Its: President

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STATE OF UTAH)
) ss.
COUNTY OF WEBER)

PARLEY R. STEPHENS and L. GLEN GARRETT, being first duly sworn, depose and say that they are the duly elected, qualified and acting President and Secretary, respectively, of WEBER CENTRAL DAIRY ASSOCIATION, and that they executed the foregoing Agreement pursuant to authority of the Board of Directors of said cooperative association.

Parley R. Stephens
L. Glen Garrett

Subscribed and sworn to before me this 3rd day of
October _____, 1963.

John E. Hall
Notary Public
Residing at: Salt Lake City

My commission expires:

April 24, 1966

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

WALTER R. HOLDAWAY and ORAL G. STEWART, being first duly sworn, depose and say that they are the duly elected, qualified and acting President and Secretary, respectively, of FEDERATED MILK PRODUCERS ASSOCIATION, INC., and that they executed the foregoing Agreement pursuant to authority of the Board of Directors of said cooperative association.

Walter R. Holdaway
Oral G. Stewart

Subscribed and sworn to before me this 3rd day of
October _____, 1963.

John E. Hall
Notary Public
Residing at: Salt Lake City

My commission expires:

April 24, 1966

CERTIFICATE

This is to certify that on the 11 day of November, 1963, at a duly convened special meeting of the members of the WEBER CENTRAL DAIRY ASSOCIATION, a Utah cooperative, at which there were 204 members present, a resolution was duly presented, approving the execution of the foregoing Agreement of Merger and the Amendment or Restating of its Articles of Agreement, which resolution, when put to vote, was carried by a vote of 204 "ayes" and 0 "nays," which was an affirmative vote of more than a majority of all members.

This Certificate is executed pursuant to the authority given the undersigned officers by resolution of the members at said meeting.

Harry R. Blackhouse
President

ATTEST:

L. M. Barrett
Secretary

CERTIFICATE

This is to certify that on the 9th day of November, 1963, at regularly convened special meetings of the members of FEDERATED MILK PRODUCERS ASSOCIATION, INC., a Utah cooperative, at which there were 313 members present, a resolution was duly presented approving the execution of the foregoing Agreement of Merger, which resolution, when put to vote, was carried by a vote of 307 "ayes" and 6 "nays," which was an affirmative vote of more than a majority of all members.

This Certificate is executed pursuant to the authority given the undersigned officers by resolution of the members at said meeting.

Walter R. Holloman
President

ATTEST:

Carol S. Stewart
Secretary

EXHIBIT "C"
ARTICLES OF ASSOCIATION

of
FEDERATED DAIRY FARMS, INC.

ARTICLE I

Name

The name of this association, hereinafter called the Association, shall be

FEDERATED DAIRY FARMS, INC.

ARTICLE II

Duration

This Association shall exist in the corporate form in perpetuity.

ARTICLE III

Principal Place of Business

The principal place of business of this Association shall be at Salt Lake City, Salt Lake County, State of Utah, but it may have other offices and places of business within and without the State of Utah, as the Board of Directors may deem advisable.

ARTICLE IV

Purposes

The Association is formed for the following purposes:

(a) To engage on a cooperative basis in the acquisition, handling and marketing of dairy products of its members, or other producers, and of all products and by-products of milk and cream, and to engage in any activity in connection with the gathering, receiving, assembling, handling, grading, testing, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing, and distribution of any dairy products delivered by its members or other producers or any of the products derived therefrom and in connection with the purchase or use by or for its members, or other producers, of supplies, machinery and equipment, all in the capacity and on any cooperative basis that may be agreed upon.

(b) To engage in any activity and to do and perform every act and thing which will promote the dairy industry in general and the best interests of the members of the Association in particular, including the obtaining of greater efficiency in the production, distribution, processing and marketing

of dairy products, the stabilization of the dairy industry, and every other thing that is necessary or desirable to the carrying out of the purposes of the Association.

(c) To extend the facilities of the Association to all producers of the Great Basin Marketing Area and the area adjacent thereto, which shall include all producers of milk marketing the same in competition with milk produced and marketed in the Great Basin Marketing Area and the area adjacent thereto, having in view the general improvement of production, transportation, processing, distribution and marketing of dairy products and the general welfare of all persons engaged in said industry.

(d) To operate at all times on a cooperative basis within the meaning of Sections 521 and 522 of the Internal Revenue Code of 1954, or any successor provisions of the Federal Revenue Statutes of similar import and intent, and the U. S. Treasury Regulations promulgated thereunder, so that the Association will be considered an organization exempt from income taxation, under such section of the Internal Revenue Code and such regulations.

ARTICLE V

Powers

This Association shall have the power and capacity to act possessed by natural persons, and may do each and every thing necessary, suitable or proper for the carrying out of any one or more of the purposes or the attainment of any one or more of the objects herein enumerated or conducive to or expedient for the interests or benefit of the Association, and may exercise all powers, rights and privileges necessary or incident thereto, including the exercise of any rights, powers and privileges conferred by the laws of the State of Utah upon ordinary corporations and cooperative marketing associations generally, except such as are inconsistent with the express provisions of the Act under which this Association is incorporated. Without limiting or enlarging this grant of authority, it is hereby specifically provided that this Association shall have the following authority:

(a) To act as agent, broker, or attorney in fact for its members and other producers, and for any subsidiary or affiliated association, and otherwise to assist or join with associations engaged in any one or more of the activities authorized by Article 4 hereof, and to hold title for its members and other producers, and for subsidiary and affiliated associations, to property handled by the Association on their behalf.

(b) To make contracts and to exercise by its Board or duly authorized officers or agents, all such incidental powers as may be necessary, suitable or proper for the accomplishment of the purposes of the association and not inconsistent with law or these Articles, and that may be conducive to or expedient for the interest or benefit of the Association.

(c) To make loans or advances or advance payments to members or producer-patrons or to the members of an association which is itself a member or subsidiary thereof; to purchase or otherwise acquire, endorse, discount or sell any evidence of debt, obligation or security.

(d) To establish reasonable reserves for any necessary purpose, to accumulate surplus funds, and to create and maintain revolving funds or other similar funds which may be provided for in the By-Laws of the Association; and to issue revolving fund certificates as provided in its By-Laws.

(e) To own and hold membership in or shares of the stock of other associations and corporations and the bonds or other obligations thereof, engaged in any related activity; or in producing, warehousing or marketing any of the products handled by the Association; or in financing its activities; and while the owner thereof, to exercise all the rights of ownership, including the right to vote thereon.

(f) To acquire, hold, sell, dispose of, pledge or mortgage any property which its purposes may require.

(g) To borrow money without limitation as to amount or corporate indebtedness or liability, and to give its notes, bonds or other obligations therefor and secure the payment thereof by mortgage or pledge or any form of lien on any of its property in any manner permitted by law.

(h) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security therefor.

(i) To deal in products of, and handle machinery, equipment, supplies and perform services for non-members to an amount not greater in annual value than such as are dealt in, handled or performed for or on behalf of its members, but the value of the annual purchases made for persons who are neither members nor producers shall not exceed fifteen per cent (15%) of the value of all its purchases. Business transacted by an association for or on behalf of the United States or any agency or instrumentality thereof, shall be disregarded in determining the volume or value of member and non-member business transacted by such association.

(j) If engaged in marketing the products of its members, to hedge its operations.

(k) To acquire, own, and develop any interest in patents, trademarks and copyrights connected with or incidental to the business of the Association.

(l) To allocate amounts to the account of a patron on the basis of business done with or for such patron.

(m) To have a corporate seal and to alter the same at pleasure.

(n) To continue as a corporation in perpetuity.

(o) To sue and be sued in its corporate name.

(p) To conduct business in this state and elsewhere as may be permitted by law.

(q) To dissolve and wind up its affairs.

ARTICLE VI

Prohibitions

The Association shall not:

(a) Pay patronage dividends to non-members of the Association (whether the income thus distributed is derived from patronage or some other source) on a basis different than such dividends are paid to members of the Association, or

(b) Charge non-members of the Association for marketing, purchasing, or other services, on a basis different than members of the Association are charged for such services, or

(c) Engage in operation for profit on its own account, as opposed to operation on a cooperative basis for the account and benefit of its members, or

(d) Market the products of producers who are non-members of the Association in an amount the value of which exceeds the value of the products marketed for members of the Association, or

(e) Purchase supplies and equipment for non-members in an amount the value of which exceeds the value of supplies and equipment purchased for members, and the value of supplies and equipment purchased for persons who are neither members nor producers shall not exceed fifteen per cent (15%) of the value of all purchases; business done with the United States to be disregarded in determining the value of all purchases and the value of purchases made for persons who are neither members nor producers, or

(f) Distribute proceeds of its business operations in any manner other than in proportion to the basis of the business done with the Association by patrons, whether or not such patrons are members of the Association, or

(g) Have any net income for its own account, other than that reflected in the accumulation and maintenance of a reasonable reserve for any necessary purpose, or

(h) Do any act or enter into any transaction which is inconsistent with the concept of operation on a cooperative basis, as set forth in the applicable Internal Revenue laws of the U. S. Treasury Regulations promulgated thereunder, and which would result in loss of status as an exempt farmers' cooperative thereunder.

ARTICLE VII

Stock Membership Corporation

(a) This Association shall have the following capital stock:

\$200,000.00 divided into 1,000 shares of common stock of a par value of \$200.00 per share;

\$1,200,000.00 divided into 120,000 shares of Class I non-cumulative 5% preferred stock of a par value of \$10.00 per share;

\$1,000,000.00 divided into 100,000 shares of Class 2 non-cumulative 4% preferred stock of a par value of \$10.00 per share.

Each member of the Association shall own one and not more than one share of common stock. Each share of common stock shall be entitled to one vote. Common stock shall be non-transferable, and upon the registered holder of such share ceasing to be a member of the Association as provided in the Articles of Association and By-Laws, and upon said certificate being presented to the Secretary of the Association, it shall be redeemed by the Association for its par value. Any certificate which has not been delivered within six years of the time that such holder ceases to be a member shall be cancelled, and the holder thereof shall have no rights whatsoever against the Association.

The preferred shares shall be sold by the Board of Directors to whom and upon such terms and conditions as the Board of Directors from time to time may see fit, but in no event shall any share be sold for less than its par value.

In any year in which the Association has earnings, such earnings up to and not to exceed 5% of the par value in the case of Class 1 preferred shares, and up to but not to exceed 4% in the case of Class 2 preferred shares, of the issued and outstanding preferred shares, shall be paid to the shareholders, said payment to be made on or before the eighth month following the close of the calendar year. Said payment may be in cash or in a Certificate of Participation, as the Board of Directors may from time to time determine. In any year in which there are no earnings, there shall be no payment and there shall not be issued any Certificates of Participation in lieu thereof. In the years in which the earnings are less than 5% of the par value of the issued and outstanding shares, such amount as is earned shall be paid or certificated and such amount as is paid or is certificated shall fully and completely discharge the obligation of the Association to the holders of such preferred shares. The annual audit of the Association's books and records shall be conclusive as to the amount payable on such preferred shares. The Class 1 preferred shares and the Class 2 preferred shares shall at all times be treated equally. All preferred shares are callable at par after the 1st day of January, 1966, and in the event less than all issued and outstanding shares are called, then the called shares shall be determined by lot.

In the event of liquidation, Certificates of Participation and allocated but uncertificated equities shall be paid first, and any amounts remaining thereafter shall be allocated to the preferred shares to the extent of the par value of the then issued and outstanding preferred shares, and any amounts in excess thereof shall be paid to the holders of the common shares.

This Association shall be operated at all times and in all respects on a cooperative basis for the mutual benefit of its members as producers, and membership in the Association shall be restricted to producers (whether natural persons, partnerships, or corporations) who shall patronize the Association. The property rights and interests of each member in the Association shall be determined and fixed after the payment of preferred dividends, as hereinbefore provided, in the proportion that the patronage of each member shall bear to the total patronage of all members, and therefore it is neither intended nor required that such interest shall be equal; provided, however, that in determining the rights and interest of the members, there shall be excluded all amounts properly allocable as preferred dividends and all amounts that shall have been allocated to patrons in cash, merchandise, revolving fund certificates, certificates of indebtedness, letters of advice, or similar documents delivered to the patron, or in any other manner, whether notification has been made to each patron as to the dollar amount credited to his account on the books of the Association.

(b) New members admitted to membership in the Association shall be entitled to share in the property of the Association in accordance with the foregoing general rule.

(c) Losses shall be first charged to current operating expense and then ratable and proportionately between such departments as may be established, against reserve funds apportioned on the books of the Association to patrons, but not allocated to such patrons by disclosing the dollar amount of such allocation, then to the credits allocated to patrons by the issuance of such certificates, and in the last event the Association's obligations to each patron of the Association shall be reduced proportionately.

ARTICLE VIII

Directors and Officers

(a) The powers of this Association shall be vested in a Board of Directors, which shall consist of Forty (40) members until their successors are elected and qualified, but not later than March 1st, 1966, said persons being as follows:

<u>Name</u>	<u>Address</u>
Walter R. Holdaway	R.F.D. #1 Provo, Utah
Welby W. Young	Heber City, Utah
Thomas Q. Williams	Centerville, Utah
Elvin Bunnell	Lakeview, Utah
Ray D. Christensen	Moroni, Utah

<u>Name</u>	<u>Address</u>
Ferris Fitzgerald	12550 South 600 East Draper, Utah
Eldred Fox	770 West State Street Lehi, Utah
Leland Hogan	Stockton, Utah
George Holmes	Heber City, Utah
Melvin Homer	Tremonton, Utah
Verl J. Poll	Morgan, Utah
Percy E. Randall	1920 North Fruitland Drive North Ogden, Utah
J. Eldon Swenson	8 West 1600 North Orem, Utah
M. P. Thain	Smithfield, Utah
J. Edwin Ure	Kamas, Utah
Calvin Webb	14747 South 1700 West Riverton, Utah
R. Kirby Bench	Fairview, Utah
Garth Ogden	Richfield, Utah
DeVere Weight	Spanish Fork, Utah
Parley R. Stephens	P. O. Box 63 Henefer, Utah
James A. Ward	Route #2 Brigham City, Utah
Alfred Bohman	R. F. D. Morgan, Utah
James Colletti	1681 West Pleasant View Road Ogden, Utah
James Davis	1607 West Harrisville Road Ogden, Utah
Leon Gardner	Honeyville, Utah
Heber Gibson	Route #1, P. O. Box 186 Ogden, Utah
Ralph Robson	3705 West 1975 North Ogden, Utah

<u>Name</u>	<u>Address</u>
Lester Skinner	Nounan, Idaho
Ralph Ward	Liberty, Utah
Harold Weatherston	300 North 1000 West Clearfield, Utah
Doyle Archibald	Bear River City, Utah
Ray Barker	2399 North Fruitland Drive Ogden, Utah
Dewain Berger	2817 North 12th East North Logan, Utah
L. E. Buhrley	Huntsville, Utah
Seymour Godfrey	5736 South Redwood Road Murray, Utah
Herman Neilson	R. F. D. #1, P. O. Box 204 Ogden, Utah
Frank Rawson	Hooper, Utah
Maurice Skeen	R. F. D. #2, P. O. Box 466 Ogden, Utah
Oliver Tremea	179 South 6700 West Ogden, Utah

Said Directors shall serve until their successors are elected and qualified, but not later than May 1st, 1966. Any vacancy during said period created by the death, resignation, or inability of any Director to serve shall not be filled. Prior to January 1st, 1966, the Board of Directors shall, by appropriate resolution, create not less than Fifteen (15) nor more than Twenty-One (21) units. Annually thereafter, the number of units and their geographic boundaries shall be established by resolution of the Board of Directors.

A unit shall be a group of members of the Association residing in a common geographic area, and so situated that they have common problems of production and can attend meetings in their geographic area with a minimum of inconvenience. Each unit shall be approximately equal as to members and volume of production. All members shall be assigned to some one unit. The units so created shall each, at a time fixed by the Board of Directors prior to May 1st, 1966, elect one member to the Board of Directors, which shall thereafter consist of not less than 15 nor more than 21 members. The Directors so elected shall, at their first meeting, by lot, divide the Directors into three equal groups, one group to serve for one year, one group

to serve for two years, and the remainder for three years, and thereafter upon the expiration of the term of any Director, shall elect a Director to serve a term of three years.

The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Executive Secretary, all of whom shall be elected by the Board of Directors of the Association. The President and Vice President shall be Directors of the Association, and the Secretary, Treasurer, General Manager and Executive Secretary need not be members. Any of such offices, except the offices of President and Vice President, may be held by the same person. The officers shall post such bonds as may be required by the By-Laws of the Association. The Board of Directors may create an executive committee of such number as shall be fixed by the By-Laws, and may delegate to such executive committee such authority and power as is usually delegated to executive committees in similar corporations. Vacancies in the Board of Directors shall be filled as provided by the By-Laws. Any Director may be removed for cause at a special meeting of the members of the unit electing such Director.

ARTICLE IX

Meetings

(a) The annual meeting of the Association shall be held on some date during the month of March or the month of April in each calendar year as fixed by the Board of Directors. Notice of such annual meeting shall be given to each member by mail.

(b) Special meetings of the members of the Association shall be held at such times and places in the State of Utah and upon such reasonable notice in writing or by publication as the Board of Directors may prescribe in conformity with the applicable provisions of the Utah Statutes.

ARTICLE X

By-Laws

The Board of Directors of the Association may adopt and amend By-Laws of the Association in conformity with the Articles and applicable Utah Statutes and law. The members at any regularly and duly called meeting may amend any of the provisions of said By-Laws, and when an amendment to said By-Laws has been effected by the membership as herein provided, the Board of Directors may not thereafter amend or alter such provision.

ARTICLE XI

Amendments of These Articles

These Articles may be amended at any regular meeting of the membership or any special meeting called for that purpose by a majority vote of a quorum present at said meeting. A quorum shall be the number initially present at a duly called meeting.

ARTICLE XII

Dissolution or Liquidation

In the event of dissolution or liquidation of the Association and the winding up of its affairs, all moneys and properties shall be deemed general assets and application thereof shall be made in the following order:

(a) First, in payment of all debts, obligations and liabilities other than obligations and indebtedness represented by allocations to patrons in a form consisting of notification to each patron as to the dollar amount credited to his account on the books of the Association or any other special fund or funds.

(b) Second, in payment, pro rata, of all allocations to patrons in the form referred to in "(a)" above.

(c) Third, in payment, pro rata, of all amounts apportioned to patrons in the books of the Association, but which have not been allocated by delivery to the patron of any form of notification of the dollar amount credited to his account on the books of the Association.

(d) Fourth, pay to the holders of preferred shares the par value thereof.

(e) Fifth, pay to the holders of common shares the par value thereof.

(f) Sixth, any remaining balance shall be paid to the members of the Association in proportion to their patronage of the Association.

ARTICLE XIII

No Individual Liability

No member of the Association shall have any personal liability for the debts of the Association.

These Articles are prepared pursuant to and under the authority of Title 3, Utah Code Annotated, 1953, and Chapter 6 of Title 16, Utah Code Annotated, 1953, as amended.