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ARTICLES OF INCORPORATION
OF
DOG CREEK HOLSTEINS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of legal age, and citizens of the United States, do hereby form a corporation under and pursuant to the laws of the State of Idaho, and do hereby certify:

I.

The name of this corporation shall be DOG CREEK HOLSTEINS, INC.

II.

The nature, objects, and purposes for which this corporation are formed shall be:

- a. To engage in the business of dairy farming and operate dairy farms for the production of milk;
- b. To lease, own, purchase, and sell equipment and/or personal property of all types and nature and to acquire, buy, own, hold, sell, exchange, let or lease personal property within the state of Idaho, or outside the state of Idaho;
- c. To borrow money for the purposes of this corporation, to issue bonds, notes, and debentures and other evidences of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of this corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of this corporation may be pledged, mortgaged or hypothecated;
- d. To build any or all buildings, structures, warehouses, or erect the same involved in the said business, and to acquire the same by purchase, lease or other means;
- e. To purchase, lease, or otherwise, acquire in whole or in part, the business, good-will, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or in any part of the business or property so acquired, and to exercise all the powers necessary and proper to the conduct of such business;

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- f. To enter into any contract, co-operative agreement or profit-sharing plan with its officers or employees that this corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors see fit;
- g. To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of capital stock of this corporation or evidence of indebtedness of every kind or nature created by any corporation or corporations, wherever organized, whether public or private;
- h. To exercise generally the powers generally exercised by business corporations, and particularly the powers provided by the laws of the state of Idaho, in any state of the United States, and throughout the world;
- i. To buy, sell, and deal in all kinds of contracts, notes, bills of sale, mortgages, and other evidences of debt, and the security for the payment of the same, to discount or negotiate notes, bills and other evidence of debt; to buy, sell, own and hold shares of capital stock of other corporations;
- j. To carry into effect the objects and purposes above mentioned, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized;
- k. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- l. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes of this corporation; and
- m. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any and all acts within its general and lawful powers as a corporation of the state of Idaho.

III.

The duration of this corporation shall be perpetual.

IV.

The location and mailing address of the registered office of this corporation and the name of the registered agent of this corporation are and shall be:

Ed Rosa
1994 South 2100 East
Gooding, Idaho 83330

V.

The total authorized number of shares, which may be issued by this corporation, are 5,000 shares of common stock, non-assessable, with a par value of ONE DOLLAR (\$1.00) per share, for a total capitalization of \$5,000.00.

VI.

All shares of this corporation are the same class with equal rights and voting power and without reference or priority of any share over any other share.

VII.

The name and address of the incorporator is as follows:

Ed Rosa
1994 South 2100 East
Gooding, Idaho 83330

VIII.

The names and addresses of the incorporators and of the initial directors, and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Ed Rosa	1994 South 2100 East Gooding, Idaho 83340	FIFTY ONE (51)

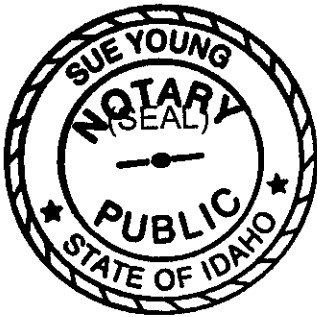
IN WITNESS WHEREOF, I, THE UNDERSIGNED, being the original incorporator of DOG CREEK HOLSTEINS, INC., have hereunto set my hand and seal, and caused these Articles of Incorporation to be executed in duplicate, this 7 day of August, 2002.


Ed Rosa

STATE OF IDAHO)
) ss.
County of GOODING)

On this 7th day of AUGUST, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared Ed Rosa, known or proven upon satisfactory evidence to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Sue Young
Notary Public for Idaho
Residing at: Gooding, Id.
My commission expires: 07-28-06