



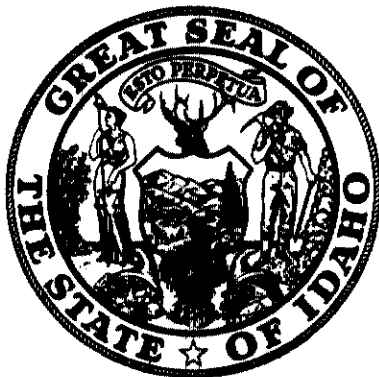
**CERTIFICATE OF INCORPORATION
OF**

H & S DAIRY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 17, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Babala*

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ARTICLES OF INCORPORATION

OF

H & S DAIRY, INC.

We, the undersigned natural persons of the age of 21 years or more and citizens of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be H & S Dairy, Inc.

ARTICLE II

DURATION

The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

Section 1: The general nature of the business to be transacted by the corporation and the purposes for which the corporation is organized is to engage in the production and sale of milk; the raising and sale of livestock (including but not limited to dairy cows) and the raising of hay and grain; provided however, that this shall not prohibit the stockholders and directors from expanding these activities to other enterprises as they may from time to time deem prudent.

Section 2: The powers of this corporation and its officers are:

A. In general, to do any and all things that are incidental and conducive to the attainment of any of the purposes stated in Section 1 of this Article, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of these United States and the State of Utah, as the Board of Directors may deem to the advantage of the corporation.

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B. To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

C. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limits as to amount with any person, firm, association, or corporation, either public or private, or with any territory, state or government, or any agency thereof.

D. To acquire by purchase, lease, or otherwise; to hold, own, deal in or with, and otherwise manage and operate, sell transfer, rent, lease, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein, as principal, agent, broker or dealer.

E. To borrow monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange and other evidences of indebtedness, and to secure the payment of such by mortgage, conveyance, or assignment in trust of the whole or any part of the property of the corporation.

Section 3: General. The foregoing purposes and powers are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the Utah Business Corporation Act may not at the time lawfully carry on or do.

IV

CAPITAL STOCK

Section 1: Number of Shares and Par Value. The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares at one dollar (\$ 1.00) par value each.

Section 2: Kind of Stock. All stock shall be common stock of the same class and when fully paid shall be non-assessable and not subject to call.

Section 3: Preemptive Rights. Shareholders shall have the first right to acquire any additional stock that the corporation may from time to time choose to issue.

The corporation first and then the holders of the outstanding stock shall have the first and second rights of refusal, respectively, to purchase or otherwise acquire the shares of any shareholder desiring to sell shares of the corporation held by him for such consideration and upon such terms and condition as such shareholder may be willing to accept from any third party. This right may be exercised with respect to the entire holdings or such portion of the total as the corporation or exercising shareholder may choose.

Should any shareholder receive an offer he is willing to accept from a third party, the corporation shall have a thirty (30) day period of time from the date any such third party offer is transmitted to the corporation in writing to effect a purchase of some portion or all of the shares any such third party has offered to purchase. The other shareholders shall have an additional thirty (30) days from the date the corporation's right to purchase expires to effect a purchase of so many of the offered shares as they may desire to purchase.

Section 4: Restrictions on Transfer. The By-Laws of the corporation may provide for restriction on the right to transfer shares of stock in the corporation.

V

COMMENCING BUSINESS

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

VI

REGISTERED OFFICE AND AGENT

The post office address of this corporation's initial registered office 5424 East Sugar Creek Road, Preston, Idaho 83263 and the name of its initial registered agent at such address is H. Walter Knapp.

VII

DIRECTORS

Section 1: Number of Directors. The number of Directors of this corporation shall be no less than three (3) nor more than nine (9), as fixed from time to time by the By-Laws

of the corporation. The names and addresses of the persons who are to serve as Directors until the first annual meeting or until their successors are elected are:

<u>Name</u>	<u>Address</u>
H. Walter Knapp	5424 East Sugar Creek Rd. Preston, Idaho 83263
Sharon S. Knapp	5424 East Sugar Creek Rd. Preston, Idaho 83263
Blair Knapp	5424 East Sugar Creek Rd. Preston, Idaho 83263

Section 2: Qualification and Election of Directors. Directors need not be stockholders. Directors shall be elected at the annual meeting of the stockholders and shall hold office for a period of one (1) year, or until their successors have been duly elected and qualified. Any Director may hold any other office in the corporation. Should a vacancy occur for any reason, including an increase in the number of members, the remaining Directors may appoint a member to hold office during the unexpired term, provided that, if the remaining Directors cannot agree upon a successor to fill the vacancy within thirty (30) days, they shall call a special meeting of the stockholders, and the latter shall elect such Director.

VIII

OFFICERS

The officers of this corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by one and the same person. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted.

IX

INCORPORATORS

The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
H. Walter Knapp	5424 East Sugar Creek Rd. Preston, Idaho 83263
Sharon S. Knapp	5424 East Sugar Creek Rd. Preston, Idaho 83263

X

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 5424 East Sugar Creek Road, Preston, Idaho 83263. The business of this corporation may be carried on in all counties of the State of Utah, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

XI

STOCKHOLDERS' MEETINGS

Section 1: Annual Meeting. The annual meeting of the corporation shall be held in Preston, Idaho or at such other place as the Board of Directors by resolution may fix, on March 15th of each year, or if said day is a holiday, then on the first day following which is not a holiday, at the hour of 10:00 P.M. Notice of said annual meeting shall be given according to law.

Section 2: Procedure at Meetings. At all meetings of the stockholders, a majority of the outstanding capital stock of said corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy. Should a majority not be represented at any regular or special stockholders' meeting, adjournments may be taken from time to time without further notice until sufficient number of shares is represented to hold such meeting.

XII

VOTING

In the voting for the election of Directors, cumulative voting is permitted, and each stockholder may accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number his shares shall

equal, or by distributing said votes on the same principle among any number of such candidates.

XIII

BYLAWS

The By-Laws of the corporation shall be adopted and may be amended by the Board of Directors at a duly called and constituted meeting thereof. Adoption or amendment of the By-Laws shall require a two-thirds (2/3) majority vote of all Directors of the corporation at such duly called and constituted meeting.

XIV

Section 1244 Stock

This corporation is organized as a small business corporation pursuant to Section 1244 of the Internal Revenue Code. Capital stock of the corporation may only be issued in consideration of money or other property and shall constitute Section 1244 stock as defined in the Internal Revenue Code.

XV

Non-Assessability of Stock

Shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

XVI

Indemnification

Any person made a part of or involved in any legal proceeding by reason of the fact that he is or was a director, officer or employee of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him or imposed upon him in connection with or resulting from the defense of such proceeding except with respect to matters as to which it is adjudged that such person was liable for negligence or misconduct in the performance of his duty.

IN WITNESS WHEREOF, we, the undersigned original incorporators herein named, have hereunto set our hands this 1st day of March, 19 90.

H. Walter Knapp
H. Walter Knapp
Registered Agent
Sharon S. Knapp
Sharon S. Knapp

STATE OF UTAH)
) SS:
COUNTY OF CACHE)

On the 15 day of May, 19 90 personally appeared before me J. Scott Hendry, Lori W. Hendry and Leon A. Hendry, who being first duly sworn, severally declared that they are the persons who signed the foregoing instrument.

Charles Stone
Notary Public
Residing at Franklin County

Commission Expires:

4-3-91